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ACCOUNT NO. : 072100000032

REFERENCE : 951005

10315B

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 122.50

ORDER DATE : May 13, 1996

ORDER TIME : 11:25 AM

ORDER NO. : 951005

000001819140

CUSTOMER NO: 10315B

CUSTOMER: Thomas Halloy, Esq
Halley Calkins & Avalone
Ninth Floor
801 Brickell Avenue
Miami, FL 33131

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 13 PM 1:50

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FOREIGN FILINGS

NAME: MERZARIO USA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

DIVISION OF CORPORATION

96 MAY 13 PM 1:10

RECEIVED

SL 5/13

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Merzario USA, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," "CORPORATION," or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name of present.)
2. New York
(State or country under the law of which it is incorporated)
3. 13-3166524
(FEI number, if applicable)
4. Jan. 31, 1983
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist (or be perpetual))
6. Feb. 01, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 617.151, F.S.))
7. 3900 NW 79th Avenue, Suite 408
Miami, Fla 33166
(Current mailing address)
8. Freight Forwarding
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee
Florida, 32301
(Zip Code)

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 TALLAHASSEE, FLORIDA

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10. Registered agent's acceptance:
 Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gail Shelby
 (Registered agent's signature)
 Gail Shelby, as agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: Erminio Borloni
Address: Via S. Vito 6
20123 Milano, Italy

Director: Salvatore Matteo Cellini
Address: Via Teocrito 36
Milano Italy

B. OFFICERS

President: Erminio Borloni
Address: Via S. Vito 6
20123 Milano, Italy

Executive Vice President: Claudio Quaranta
Address: 333 Rector Place, New York, NY 10280

Secretary: Riccardo Gori-Montaneili
Address: Pavia & Harcourt
600 Madison Avenue, New York, NY 10022

Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Claudio Quaranta
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Claudio Quaranta
(Typed or printed name and capacity of person signing application)
Executive Vice President

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TALLAHASSEE, FLORIDA

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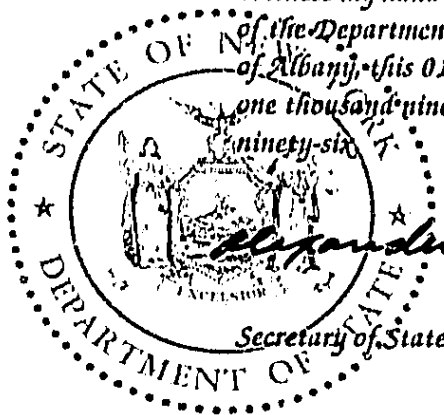
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State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of HERZARIO USA, INC. was filed on 01/31/1983, under the name of TRANSPORT MANAGEMENT SERVICES INC., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department as a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that no far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment TRANSPORT MANAGEMENT SERVICES INC., changing name to HERZARIO USA, INC., was filed 07/12/1985.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 01st day of May
one thousand nine hundred and
ninety-six.



Alexander F. Treachwell
Secretary of State

199605020522 59

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA