

M12000003960

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

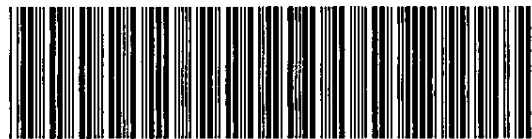
(Document Number)

Certified Copies _____ Certificates of Status _____

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12 JUL 12 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Gulligan JUL 13 2012



July 9, 2012

***Via Certified Mail
Return Receipt Requested***

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Prime Construction SRL, LLC
Registration of Foreign Corporation

Dear Clerk:

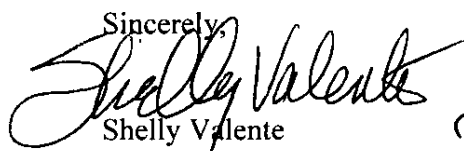
Please find enclosed the following:

1. Cover Letter form to the Registration Section, Division of Corporations;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
4. Certificate of Existence from Italy;
5. Official translation of Italian corporate documents by the consulate General of Italy in Miami, Florida; and
6. Two check payable to the State of Florida, Division of Corporations for the total amount of \$1076.25

The undersigned requests certificate of status and certified copy be provided. If you have any questions regarding the enclosed filing, you can contact the undersigned at direct telephone line (954) 858-8867, Fax (954) 525-2134 or email at shelly.valente@kellerlandsberg.com

Thank you for your attention to this matter.

Sincerely,


Shelly Valente
Certified Paralegal

Enclosures

Broward Financial Centre, 500 E. Broward Boulevard, Suite 1400,
Fort Lauderdale, FL 33394

P: 954.761.3550 | F: 954.525.2134 | www.kellerlandsberg.com

CF 125.00
Gent 35.00
Pdm -

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PRIME CONSTRUCTION SRL, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Raymond L. Robin, Esq.

Name of Person

Keller Landsberg PA

Firm/Company

500 East Broward Boulevard, Suite 1400

Address

Fort Lauderdale, FL 33394

City/State and Zip Code

raymond.robin@kellerlandsberg.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Shelly Valente, Paralegal

Name of Person

at (954)

858-8867

Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy

☒ \$160.00 Filing Fee, Certificate
of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Prime Construction SRL, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written
consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability
Company," "L.L.C.," "LLC.")

2. Italy

(Jurisdiction under the law of which foreign limited liability
company is organized)

3. N/A

(FBI number, if applicable)

4. 10/20/2000

(Date of Organization)

5. 12/31/2050

(Duration: Year limited liability company will cease to
exist or "perpetual")

6. 01/01/2010

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. Via della Concillazione

44 - 00100 Rome, Italy

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

Ennio Panetta, Atina (FR) via Rosanisco 1105 Cap 03042 ITALY

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in
the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a
translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: to engage in any and
all businesses and activities permitted by the laws of the State of Florida

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the
penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a
document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

ENNIO PANETTA

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 JUL 12 PM 1:10

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Prime Construction SRL, LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Raymond L. Robin, Esq., c/o Keller Landsberg PA

(Name)

500 E. Broward Boulevard, Suite 1400

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

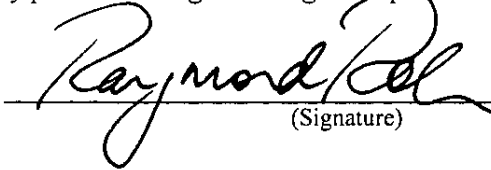
Fort Lauderdale

FL 33394

City/State/Zip

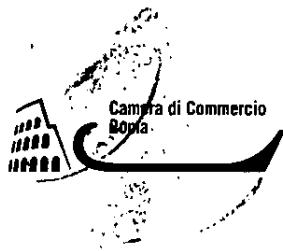
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)



**Camera di Commercio Industria
Artigianato e Agricoltura di ROMA**

Visura ordinaria societa' di capitale

PRIME CONSTRUCTION S.R.L.

Forma giuridica: SOCIETA' A RESPONSABILITA' LIMITATA

Sede legale: ROMA (RM) VIA DELLA CONCILIAZIONE 44 cap 00193

Codice fiscale: 06304611004

Numero REA: RM - 963220

Impresa in fase di aggiornamento

Indice del documento

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Sede

Iscrizione REA Numero repertorio economico amministrativo (REA): 963220

Sede legale ROMA (RM)
VIA DELLA CONCILIAZIONE 44 cap 00193

Partita Iva 06304611004

Informazioni da statuto/atto costitutivo

Estremi di costituzione

Iscrizione Registro Imprese Codice fiscale e numero d'iscrizione: 06304611004
del Registro delle Imprese di ROMA
Data iscrizione: 11/01/2001

Sezioni Iscritta nella sezione ORDINARIA il 11/01/2001

Informazioni costitutive Dato atto di costituzione: 20/10/2000

Sistema di amministrazione e controllo

Durata della società Data termine: 31/12/2050

Scadenza esercizi Scadenza primo esercizio: 31/12/2000
Scadenza esercizi successivi: 31/12
Giorni di proroga dei termini di approvazione del bilancio: 60

Sistema di amministrazione e controllo contabile Sistema di amministrazione adottato: AMMINISTRAZIONE PLURIPERSONALE COLLEGIALE

Forme amministrative **AMMINISTRATORE UNICO** (in carica)
PIU' AMMINISTRATORI
Numero minimo amministratori: 2
CONSIGLIO DI AMMINISTRAZIONE
Numero minimo amministratori: 2

Oggetto sociale

Oggetto sociale ARTICOLO 2
OGGETTO
2.1- LA SOCIETA' HA PER OGGETTO LA COSTRUZIONE, LA RISTRUTTURAZIONE, L'ACQUISTO, LA VENDITA, LA LOCAZIONE, LA GESTIONE E LA COMMERCIALIZZAZIONE - PER CONTO PROPRIO E/O DI TERZI, IVI COMPRESI ENTI PUBBLICI E PRIVATI - DI FABBRICATI, LOCALI, TERRENI E GRANDI IMPIANTI, ANCHE TECNOLOGICI, NONCHE' L'ESECUZIONE DI OPERE STRADALI E L'ASSUNZIONE DI LAVORI IN APPALTO IN GENERE NEL CAMPO IMMOBILIARE.
LA SOCIETA' POTRA' INOLTRE GESTIRE - PER CONTO PROPRIO E/O DI TERZI -

ALBERGHI, HOTELS, PENSIONI, RESIDENCE, BAR, TAVOLE CALDE E PUBBLICI ESERCIZI PER LA RISTORAZIONE.

2.2- NEL PIENO RISPETTO DELLE DISPOSIZIONI INDEROGABILI DI LEGGE ED AL FINE DEL CONSEGUIMENTO DELL'OGGETTO SOCIALE, LA SOCIETA' POTRA' - NON IN VIA PREVALENTE E SENZA CHE CIO' POSSA COSTITUIRE ESERCIZIO PROFESSIONALE NEI CONFRONTI DEL PUBBLICO - COMPIERE OPERAZIONI IMMOBILIARI, MOBILIARI E FINANZIARIE, CONTRARRE MUTUI E FINANZIAMENTI IN GENERE, RILASCIARE FIDEJUSSIONI E GARANZIE ANCHE A FAVORE DI TERZI, NONCHE' ASSUMERE INTERESSENZE E PARTECIPAZIONI IN ALTRE IMPRESE E SOCIETA', COSTITUITE O COSTITUENDE, NEI LIMITI PREVISTI DALLE VIGENTI DISPOSIZIONI DI LEGGE IN MATERIA.

Poteri

Poteri da statuto

AL CONSIGLIO DI AMMINISTRAZIONE O ALL'AMMINISTRATORE UNICO SPETTANO TUTTI I POTERI DI ORDINARIA E STRAORDINARIA AMMINISTRAZIONE. LA FIRMA E LA RAPPRESENTANZA LEGALE DELLA SOCIETA' DI FRONTE AI TERZI ED IN GIUDIZIO SPETTA ALL'AMMINISTRATORE UNICO O AL PRESIDENTE DEL CONSIGLIO DI AMMINISTRAZIONE.

Ripartizione degli utili e delle perdite tra i soci

10.3- DAGLI UTILI NETTI DI ESERCIZIO DEVE ESSERE DEDOTTA UNA SOMMA PARI ALLA VENTESIMA PARTE DI ESSI DESTINATA A RISERVA LEGALE, FINO A CHE QUESTA NON ABBIA RAGGIUNTO IL QUINTO DEL CAPITALE SOCIALE. IL RESIDUO SARA' RIPARTITO SECONDO QUANTO DECISO DAI SOCI.

Altri riferimenti statutarî

Clausole di recesso

Informazione presente nello statuto/atto costitutivo

Modifiche statutarie, atti e fatti soggetti a deposito

SI APPROVA UN NUOVO TESTO DI STATUTO SOCIALE

Capitale e strumenti finanziari

Capitale sociale in EURO

Deliberato: 10.000,00

Sottoscritto: 10.000,00

Versato: 10.000,00

Strumenti finanziari previsti dallo statuto

Titoli di debito:

ARTICOLO 11

TITOLI DI DEBITO

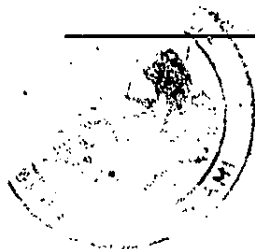
11.1- LA SOCIETA' PUO' EMETTERE TITOLI DI DEBITO, IN CONFORMITA' A QUANTO PREVISTO DALLA LEGGE, IN SEGUITO A DECISIONE ASSUNTA CON IL VOTO FAVOREVOLE DEI SOCI CHE RAPPRESENTANO PIU' DELLA META' DEL CAPITALE SOCIALE.

Altri strumenti finanziari:

ARTICOLO 4

FINANZIAMENTI DEI SOCI

4.1- I SOCI, SU RICHIESTA DELL'ORGANO AMMINISTRATIVO, POSSONO ESEGUIRE FINANZIAMENTI SENZA OBBLIGO DI RIMBORSO O CON OBBLIGO DI RIMBORSO, ONEROSI O GRATUITI, NEL RISPETTO DELLE CONDIZIONI E DEI LIMITI STABILITI IN MATERIA DALLE NORME SULLA RACCOLTA DEL RISPARMIO.



Soci e titolari di diritti su quote e azioni

Elenco dei soci e degli altri titolari di diritti su azioni o quote sociali al 17/12/2009

**Pratica con atto del
04/12/2009**

Data deposito: 10/12/2009

Data protocollo: 17/12/2009

Numero protocollo: RM-2009-395098

Capitale sociale Capitale sociale dichiarato sul modello con cui è stato depositato l'elenco dei soci: 10.000,00 EURO

PROPRIETA'

Quota di nominali: 9.000,00 EURO

Di cui versati: 9.000,00

VILLA RUGIADA S.R.L.

Codice fiscale: 05644761008

Tipo di diritto: PROPRIETA'

Domicilio del titolare o rappresentante comune
ROMA (RM) VIA BARNABA ORIANI 91 cap 00100

PROPRIETA'

Quota di nominali: 500,00 EURO

Di cui versati: 500,00

PANETTA ENNIO

Codice fiscale: PNTNNE58C30A486Z

Tipo di diritto: PROPRIETA'

Domicilio del titolare o rappresentante comune
ATINA (FR) VIA ROSANISCO 1105 cap 03042

PROPRIETA'

Quota di nominali: 500,00 EURO

Di cui versati: 500,00

FORTINI ALESSANDRO

Codice fiscale: FRTL SN78P17A132E

Tipo di diritto: PROPRIETA'

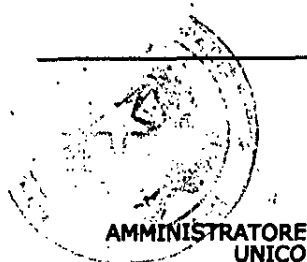
Domicilio del titolare o rappresentante comune
ARICCIA (RM) VIA DEI SUSINI 2 cap 00040

Amministratori

Forma amministrativa adottata

**AMMINISTRATORE
UNICO**

Numero amministratori in carica: 1



Elenco amministratori

PANETTA ENNIO

Nato a ATINA (FR) il 30/03/1958

Codice fiscale: PNTNNE58C30A486Z

Residenza: ATINA (FR) VIA ROSANISCO 1105 cap 03042

Cariche e poteri **AMMINISTRATORE UNICO** nominato con atto del 28/11/2011
Data iscrizione: 20/12/2011
Durata in carica: FINO ALLA REVOCA
Data presentazione carica: 30/11/2011

Trasferimenti d'azienda, fusioni, scissioni, subentri

Trasferimenti di proprietà o godimento d'azienda

COMPRAVENDITA

Data atto: 22/10/2003

Data deposito: 31/10/2003

Data protocollo: 02/12/2003

Numero protocollo: RM-2003-221319

Notaio: CAPASSO ALBERTO VLADIMIRO

Numero repertorio: 57533

Cedente

PRIME CONSTRUCTION S.R.L.

Codice fiscale: 06304611004

Cessionario

ROEV ITALIA - SOCIETA' PER AZIONI

Codice fiscale: 08572430588

Denominazione del soggetto alla data della denuncia: **ROEV ITALIA - S.P.A.**

Attività, albi ruoli e licenze

Attività

Inizio attività (informazione storica)

Data d'inizio dell'attività dell'impresa: 14/05/2001

Attività esercitata nella sede legale

RISTRUTTURAZIONE E COSTRUZIONE DI FABBRICATI E LOCALI.

Classificazione ATECORI 2007 della descrizione attività (informazione di sola natura statistica)

Codice: 41.2 - Costruzione di edifici residenziali e non residenziali
Importanza: P - primaria Registro Imprese
Data inizio: 14/05/2001

Classificazione ATECORI 2002 della descrizione attività (informazione di sola natura statistica)

Codice: 45.21.1 - Lavori generali di costruzione di edifici
Importanza: P - primaria Registro Imprese
Data inizio: 14/05/2001

Addetti
(informazione di sola
natura statistica)

Numero addetti dell'impresa rilevati nell'anno 2011
(Dati rilevati al 31/12/2011)

	I trimestre	II trimestre	III trimestre	IV trimestre	Valore medio
Dipendenti:	13	16	25	28	21
Indipendenti:	0	0	0	0	0
Totale:	13	16	25	28	21

Aggiornamento impresa

Data ultimo protocollo: 05/12/2011



Chamber of Commerce, Industry Artisan and Agricultural of Rome

Business profile of limited liability company

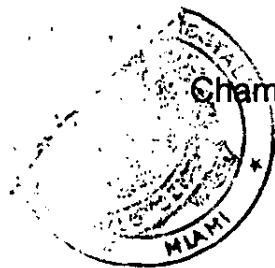
Prime Construction SRL

Legal form: Limited Liability Company

Registered Office: Rome, Italy, Via della Conciliazione, 44 - 00193

Tax Id number: 06304611004

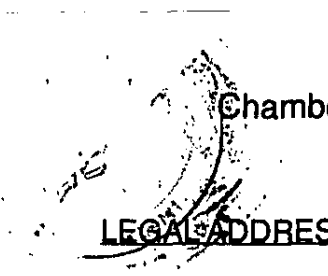
REA number: RM - 963220



Chamber of Commerce, Industry Artisan and Agricultural of Rome

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Chamber of Commerce, Industry Artisan and Agricultural of Rome

LEGAL ADDRESS

Register: REA Number repertoire Economic administrative REA: 963220
Legal Address: Rome, Via della Conciliazione 44 - 00193
TIN : 06304611004

INFORMATIONS FROM STATUTES / CONSTITUTION

DETAILS OF CONSTITUTION

Company register: TIN 06304611004
Registry of companies of Rome
Joined: Jan 11 2001
Department: Written into ordinary section on jan 11 2001
Statutes Informations: constitution deed : Oct 20 2000

SYSTEMS OF ADMINISTRATION AND CONTROL

Duration of the company: end date: Dec 31 2050
Expiration: deadline first exercise: Dec 12 2000
deadline subsequent years: Dec 31
Days of extension from terms of approval of the budget : 60
Accounting system of audit and control: Collegiate multiperson administration
Administrative forms: Sole Director, minimum directors: 2
Managing Members: 2

CORPORATE PURPOSE

Article 2, object:

The company deals with the constructions, renovations, selling, purchasing, lease, management and marketing for own business or third parties., including public and private companies, of buildings, commercial lots, local and large systems, and the execution of street works, for real estate purpose. The company can also manage on behalf of itself and/or third parties.



Chamber of Commerce, Industry Artisan and Agricultural of Rome

Hotels, pensions, residence, bar, public offices for restoration.

2.2 in full compliance with statutory provisions and achieving the main purpose of the company, the company may operate, in real estate transactions, financial activities, obtain loan and mortgages, give guarantees and warranties, also for a third parties, take interest and investments in other companies, constituted or not, as permitted by applicable provisions of law.

POWER

The board of directors or the administrator is entitled only all powers of ordinary and extraordinary administration. the legal signature and the legal representation of the company, with other parties and in court, appertain to the administrator or the chairman of the board of directors.

Allocation of profits and losses among members

10.3 - from the net income, coming from the company operations, must be deducted an amount equal to the twentieth parts, intended to be a legal reserve, until this amount has reached the fifth of the capital of the company. The remaining will be divided as determined by the members.

OTHER STATUTORY REFERENCES

Terms of withdrawal: information present in the statutes / constitution

Amendments, acts and circumstances : a new text of article of constitution is approved

CAPITAL AND FINANCIAL INSTRUMENTS

Approved: 10,000 euro

Signed: 10,000 euro

Deposited: 10,000 euro

Financial instruments : article 11, debit title

11.1 the company can issue debit title, as required by applicable law, in a decision taken with the favorable votes of members representing more then half of the capital.

other financial instruments: article 4, financing of members

4.1 members, upon request of the board of directors, may perform loan without obligation to refund, onerous or gratuitous, subject to the conditions and limits on the rules on the collection of savings.



Chamber of Commerce, Industry Artisan and Agricultural of Rome

SHAREHOLDERS AND MEMBERS OF SHARES

List of shareholders and members of shares as of Dec 17 2009

Act of Dec 04 2009: Date deposited: Dec 10 2009

Protocol date: Dec 17 2009

Protocol number: RM-2009-395098

Share Capital: Shared capital declared in the model used to declare the list of the members: 10,000 Euro

Property: Nominal share: 9,000 Euro, deposited 9,000 Euro

VILLA RUGIADA SRL

TIN: 05644761008

Type of entity: Property

Address of the member, Rome, Via Barnaba Oriani 91 - 00100 Italy

Property: Nominal share: 500 Euro , deposited 500 Euro

Panetta Ennio

TIN: PNTNNE58C30A486Z

Type of entity: Property

Address of the member: Atina, Via Rosanisco 1105 - 03042 Italy

Property: Nominal share: 500 Euro , deposited 500 Euro

Fortini Alessandro

TIN: FRTL SN78P17A132E

Type of entity: Property

Address of the member: Ariccia, Via dei Susini 2 - 00040 Italy

ADMINISTRATORS

Administrative form

Director: director in charge: 1

Chamber of Commerce, Industry Artisan and Agricultural of Rome

LIST OF ADMINISTRATORS: Panetta Ennio

place of birth: ATINA(FR) March 30 1958

TIN: PNTNNE58C30A486Z

Address: Atina, Via Rosanisco 1105 - 03042 Italy

assignment and power: Sole Director, appointed with act on Nov 28 2011

Registered: Dec 20 2011

In charge until revocation

BUSINESS TRANSFER, MERGERS, DEMERGERS, SUCCEEDS

Date file: 22/10/2003

Deposited date: 31/10/2003

Protocol Date: 02/12/2003

Protocol Number: RM-2003-221319 Notary: ALBERTO CAPASSO Vladimir

Repertoire Number: 57533

transferor

PRIME CONSTRUCTION S.R.L.

TIN: 06304611004

assignee

ROEV ITALY - COMPANY 'FOR ACTION

TIN: 08572430588

Name of the subject at the date of the complaint: ROEV ITALY - SPA

ACTIVITIES, ROLES AND LICENSE BOOK

ACTIVITIES

Beginning activity Date of commencement of the company: May 14 2001

activity exercised in the legal address: Renovation and Construction of buildings and premises

Classification ATECORI 2007, description of the activity: Cod 41.2 - Construction of residential and non residential buldings.

Importance: P Primary business register

Start date: May 14 2001

Classification ATECORI 2002, description of the activity: Cod 45.21.1- General Construction of buildings,

Importance : P Primary Business Register

Start date : May 14 2011

Chamber of Commerce, Industry Artisan and Agricultural of Rome

Workers: Numbers of employee, for the 2011 year (measured at Dec 31 2011)

Workers: 1st quarter 13, 2nd quarter 16, 3rd quarter 25, 4th quarter 28

Indipendent Contractors 0 for al quarters

Total: 1st quarter 13, 2nd quarter 16, 3rd quarter 25, 4th quarter 28

COMPANY UPDATE:

Date of last protocol: Dec 05 2011

**CONSULATE GENERAL OF ITALY
MIAMI**

Certification of translation done outside
this Office. This is a true and correct
translation into English of the attached
document written in Italian. (7 pages)
Miami, 6 July 2017

The Consul General

by:

La delegata
Vilma Pestallo

