

m13000002170 ✓

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

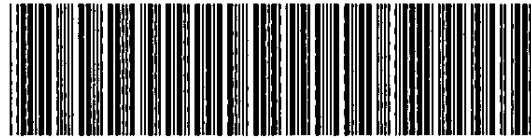
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TALLAHASSEE, FLORIDA

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B. BOSTICK
APR 8 2013
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GORO TOURS "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:

GORINI PAOLO
Name of Person

GORO TOURS SRL
Firm/Company

VIA GIORDANO BRUNO n. 53
Address

61121 PESARO / ITALY
City/State and Zip Code

gorotours@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

GORINI PAOLO at (+39) 335 2223
Name of Person 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

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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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

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

(NAME AVAILABLE AS PER MAIL RECEIVED ON 2/6/2013 ATTACHED)
(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 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 12/06/2005 5. 12/31/2050
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. VIA GIORDANO BRUNO N. 53
61121 PESARO - 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:
GORINI PAOLO - VIA FAZI n 17 - 61121 PESARO/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: TRAVEL AGENCY,
INTERNATIONAL FORWARDING AGENT, TRANSPORTATIONS, ORGANIZATION
OF BEACHES AND ALL REPORTED IN THE ITALIAN CERTIFICATE
ENCLOSED

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.)

GORINI PAOLO
Typed or printed name of signee

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**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:

GORO TOURS 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:

Giorgio AZZARELLI
(Name)

216 APPIAN ST.
Florida Street Address (P.O. Box NOT ACCEPTABLE)

PORT CHARLOTTE FL FL 33956
City/State/Zip

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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.

Giorgio Azzarelli
(Signature)

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

LOGO –

Prot. : CEW/219/2013/CPS 0111

1/30/2013

CHAMBER OF COMMERCE, INDUSTRY, HANDICRAFT, AGRICULTURE OF PESARO URBINO

COMMERCIAL REGISTER OFFICE

CERTIFICATE OF REGISTRATION

IDENTIFICATION DATA OF THE FIRM

tax code and registration number : 02237970419

of Commercial Register Office PESARO and URBINO

date of registration : 12/13/2005

registered in the session called ORDINARY

12/13/2055

Registered with administrative Repertoire number 165208

Denomination : GORO TOURS s.r.l.

legal form : LIMITED LIABILITY COMPANY

head office : PESARO, VIA GIORDANO BRUNO , 53 – ZIP CODE 61121

PEC : GOROTOURS@PEC.IT

signboard : GOMO VIAGGI (ONLY REFERRING AT THE TRAVEL AGENCY)

Founded with act dating 12/6/ 2005

end company date : 12/31/2050

SOCIAL OBJECT :

- THE MANAGEMENT OF TRAVEL AGENCIES BOTH IN ITALY AND ABROAD, DIRECTLY AND INDIRECTLY, AS BRANCHES AS WELL AS SECONDARY OFFICES.
- THE ORGANIZATION OF TOURIST AND SPORT EVENTS IN HOTELS, IN THE ENTERTAINMENT AND SHOW SECTOR.
- THE MANAGEMENT, THE CONDUCTION, THE RENTAL, THE CONTRACT AND THE BUILDING OF TOURIST HOTEL COMPLEX (EVERY TYPE AND CLASS), OF RESIDENCES, CAMPING SITES AND RESTAURANTS, EATERIES, FAST-FOOD, BARS, BALLROOMS, NIGHT CLUBS, DISCO, AS WELL AS OTHER MOVABLE AND IMMOVABLE REGARDING TOURISM, ENTERTAINMENT AND TOURIST ACTIVITIES.
- THE EXERCISE OF CUSTOM HOUSE BROKER, WITH REFERENCE TO THE ABOVE MENTIONED.
- THE RENTAL, THE PURCHASE AND THE SALE OF TRUCKS, SHIPS AND OTHER MEANS OF TRANSPORT,

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WITH REFERENCE TO THE ABOVE MENTIONED.

- THE HIRING, THE MANAGEMENT AND THE SALE OF INVESTMENTS IN COMMERCIAL, PRODUCTION AND SERVICE COMPANIES.
- THE COMPANY WILL BE ABLE TO OPERATE AS SHIPPING AGENCY AND AS INTERNATIONAL FORWARDING AGENT AND IT CAN SERVE TRANSPORT ACTIVITY FOR THIRD PARTIES.
- THE COMPANY WILL BE ABLE TO FINALIZE EVERY ACT RELATED OR CONNECTED WITH ITS SOCIAL OBJECT; IT WILL BE ABLE TO ACQUIRE INTERESTS AND SHARES IN DIFFERENT ENTERPRISES, COOPERATION, CONSORTIA, BODIES WITH SIMILAR PURPOSES AND IT WILL BE ABLE TO PERFORME TRANSACTIONS IN SECURITIES, REAL ESTATE AND IN FINANCE, NOT EXCLUDED ARE THE SALE AND RENTAL OF MOVABLE AND IMMOVABLE PROPERTY, THE SALE OF SHARES, THE GRANTING OF COLLATERALS AND THAT WHAT IS REQUIRED, ONLY TO ACHIEVE AND PURSUE THE SOCIAL OBJECT, HOWEVER NOT TO THE

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Chamber of Commerce

Industry, Handicraft, Agriculture of Pesaro Urbino

116, XI September str. – 61121 Pesaro

Phone +39.0721.357.1 Fax +39.0721.31015

www.ps.camcom.it – cciaa.pesaro-urbino@ps.legalmail.camcom.it

VAT 00135390417

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1/30/2013

PUBLIC, EXCEPT THE RESERVED ACTIVITIES EX LAWS 1/1991 – 197/1991 D.LGS 385/1993

MANAGEMENT AND CONTROL SYSTEM

Administration system adopted : ONE MANAGING DIRECTOR

- MANAGING DIRECTOR

number of members: 1

STATUTE INFORMATION

Statute Powers

THE MANAGING DIRECTOR HAS FULL POWERS FOR ORDINARY AND EXTRAORDINARY ADMINISTRATION.

IN CASE A BOARD OF DIRECTORS IS APPOINTED, IT CAN DELEGATE PART OR ALL OF ITS POWERS TO AN EXECUTIVE COMMITTEE COMPOSED BY ANY OF ITS COMPONENTS AND EMPOWER ONE OR MORE OF THEM SEPARATELY TOO. IN THIS CASE THE DISPOSITIONS CONTAINED IN PARAGRAPHS # 3-5 AND 6 OF THE ARTICLE (ART.) 2381 C.C. ARE APPLIED. THE POWERS INDICATED IN ART. 2475 – PARAGRAPH # 5 C.C. CANNOT BE DELEGATED.

IF MORE DIRECTORS ARE APPOINTED, AT THE TIME OF APPOINTMENT THE POWERS OF DIRECTOR CAN BE ASSIGNED TO THEM JOINTLY, SEPARATELY OR AS MAJORITY POWERS, OR ELSE SOME ADMINISTRATIVE POWERS CAN BE ASSIGNED SEPARATELY AND OTHERS JOINTLY. IN CASE OF LACK OF ANY CLARIFICATION IN THE LETTER OF APPOINTMENT, THESE POWERS ARE ATTRIBUTED TO THE DIRECTORS SEPARATELY.

IN CASE OF JOINT ADMINISTRATION, THE INDIVIDUAL DIRECTORS CANNOT PERFORM ANY OPERATIONS, EXCEPT WHEN IT IS NECESSARY TO ACT URGENTLY IN ORDER TO AVOID A DAMAGE TO THE COMPANY.

DIRECTORS, PROXIES AND PROSECUTORS CAN BE APPOINTED TO PERFORM CERTAIN ACTS OR CERTAIN CATEGORIES OF ACTS DETERMINING THEIR OWN POWERS.

THE MANAGING DIRECTOR REPRESENTS THE COMPANY.

IN CASE A BOARD OF DIRECTORS IS APPOINTED, THE COMPANY IS REPRESENTED BY THE PRESIDENT OF THE BOARD OF DIRECTORS AND BY THE INDIVIDUAL MANAGING DIRECTORS, IF APPOINTED.

IN CASE MORE DIRECTORS ARE APPOINTED, THE COMPANY IS REPRESENTED BY THEM JOINTLY OR SEPARATELY, IN ACCORDANCE WITH THE ADMINISTRATION POWERS SET AT THE TIME OF

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APPOINTMENT.

THE AGENCY OF THE COMPANY BELONGS ALSO TO THE DIRECTORS, TO THE PROXIES, TO THE PROSECUTORS, ACCORDING TO THE ADMINISTRATION POWERS SET AT THE TIME OF APPOINTMENT.

Terms of withdrawal :

ART. 9 OF ARTICLES OF ASSOCIATION

Terms of exclusion :

ART. 10 OF ARTICLES OF ASSOCIATION

Terms of pre-emption :

ART. 7 OF ARTICLES OF ASSOCIATION

EQUITY AND FINANCIAL INFORMATION

Capital Share in EURO :

deliberated : € 34.000,00

subscribed : € 34.000,00

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paid : € 34.000,00

contribution in CASH

financial instruments by statute

- debt securities

ARTICLE 5 OF COMPANY STATUTE

- other financial instruments

ARTICLE 5 OF COMPANY STATUTE

ACTIVITIES

Mainly activity exercised by the company

TRAVEL AGENCY

Starting date of the activity of the company : 08/03/2005

Activities exercised in the registered office :

SHIPPING AGENCY, TRANSPORT ACTIVITY FOR THIRD PARTIES, TRAVEL AGENCY (signboard
"GOMO VIAGGI") BUSINESS AGENCY CONCERNING THE BROKERAGE IN TRANSPORTS AND
ACCESSORY PRATICALS

OWNER OF OFFICE AND QUALIFICATIONS

* GORINI PAOLO (representative of the company)

born in PESARO (PS) on 06/05/1951

social security number GRNPLA51H05G479C

- MANAGING DIRECTOR (appointed on 21/06/2005)

Expiration of appointment UNTIL REVOKED

SECONDARY OFFICE AND LOCAL UNITS

- Local unit AGENCY

PESARO (PS) CALATA CAIO DUILIO CAP 61100

Signboard : GOMO VIAGGI

Carried activity :

TRAVEL AGENCY

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Secondary carried activity

BAR ATTACHED TO THE TRAVEL AGENCY ACTIVITY

Opening date : 08/03/2006

The present certificate reports the news/dates registered in the Register nowadays

COLLECTED FOR RIGHTS EURO 5,00

TOTAL EURO 5,00

TOTAL WITH AMMOUNT EXPRESSED IN LIRE CURRENCY: 9681

THE PRESENT CERTIFICATE IS ISSUED FREE OF STAMP DUTY

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UNDER D.P.R. 09/29/1973 N. 601

1/30/2013

ARTT. 15 AND 16 FOR CREDIT OPERATIONS. THE POSSIBLE USE FOR DIFFERENT PURPOSE FALLS UNDER THE PERSONAL RESPONSIBILITY OF THE USER.

PURSANT TO THE ART. 40 OF DPR 28.12.2000, N. 445 THIS CERTIFICATE IS RELEASED ONLY FOR FOREIGN COUNTRY

FOR THE TORY
(DR. LORENZO ZANDRI)
THE OFFICER IN CHARGE
MICHELA DI SPIRITO
end of certificate

STAMP

Signature that is not possible to read

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Industry, Handicraft, Agriculture of Pesaro Urbino
116, XI September str. – 61121 Pesaro
Phone +39.0721.357.1 Fax +39.0721.31015

VAT 001353904

IO SOTTOSCRITTO GORINI PAOLO NATO A PESARO IL 5.6.1951, CF GRNPLA51H05G479C LEGALE RAPPRESENTANTE DELLA SOC. GORO TOURS, DICHIARO SOTTO GIURAMENTO DI AVERE TRADOTTO QUESTO CERTIFICATO DELLA CAMERA DI COMMERCIO DI PESARO IN MODO IDENTICO ALL'ORIGINALE (I undersigned Gorini Paolo born in Pesaro on 06/05/1951 tax code GRNPLA51H05G479C managing director of Goro Tours declare under oath to have translate this certificate of Chamber of Commerce of Pesaro and it is identical to the original)

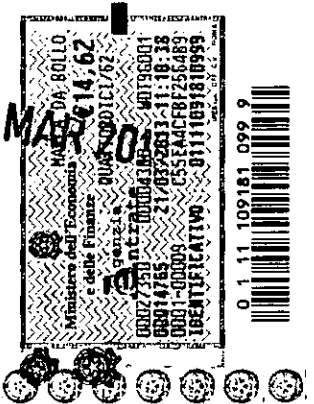
21 MAR 2013

Gorini Paolo

COMUNE DI PESARO

(D.P.R.28/12/2000 n. 445 art. 21)

Io sottoscritto funzionario incaricato dal Sindaco, attesto che la firma di GORINI PAOLO nato a PESARO il 05/06/1951 apposta in mia presenza, previo accertamento della sua identita' mediante: CIE N. 2890534AA/PS 06/12/2010 e' autentica.



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IL FUNZIONARIO INCARICATO

Il Funzionario Delegato
PIERI VOLMER





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APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

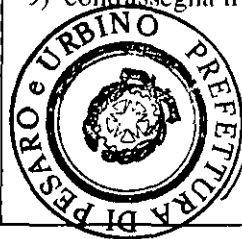
- 1) Paese: REPUBBLICA ITALIANA
- Il presente atto pubblico amministrativo
- 2) è sottoscritto da: Pieri Volmer
- 3) agente in qualità di: Il Funzionario Delegato
- 4) è munito del contrassegno/timbro del: Comune di Pesaro (PU)

ATTESTATO

- 5) a Pesaro, Italia
- 6) li: 21/03/2013
- 7) da Prefettura U.T.G
- 8) al num. 623/2013
- 9) contrassegna il timbro: Prefettura di Pesaro e Urbino
- 10) Firma

Il Funzionario Amministrativo
(dott.ssa Maria Paola De Santis)

Maria Paola De Santis





FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 19, 2013

GORINI PAOLO
VIA GIORDANO BRUNO M. 53
61121 PESARO, ITALY,

SUBJECT: GORO TOURS LLC
Ref. Number: W13000010122

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA/

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We have received your document for GORO TOURS LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Barbara Bostick
Regulatory Specialist II

Letter Number: 513A00004061