

OFFICE USE ONLY

ZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. GIANNI TERRACCIANO, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-03/13/00-01084-004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Examiner's Initials

ARTICLES OF INCORPORATION  
OF

Gianni Terracciano, Inc.

FILED  
00 MAR 13 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, a natural person(s) competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I      NAME

The name of the corporation shall be Gianni Terracciano, Inc.

ARTICLE II      NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States and the State of Florida. However the primary purpose of the corporation is the sale and service of imported Jewelry.

ARTICLE III      CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 6,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV      ADDRESS

The street address of the initial registered office of the corporation shall be 169 East Flagler St, Suite 623, Miami FLORIDA 33131. The name of the initial Registered Agent for the corporation at that address is Francesco Russo.

ARTICLE VI      TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VII      LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE VIII      SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Antonio Terracciano	- Chairman
Francesco Russo	- President
Biagio Terracciano	- Vice President
Giuseppe Terracciano	- Vice President
Fabio Terracciano	- Vice President
Salvatore Terracciano	- Secretary

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Francesco Russo  
169 East Flagler St, Suite 623  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has hereunto set his hand  
and seal on this 6th day of March, 2000.

Incorporator:

Francesco Russo

STATE OF  
COUNTY OF

FLORIDA  
DADE

The foregoing instrument was executed and acknowledged before  
me this 6th day of March, 2000, by Francesco Russo.



(SEAL)

Barrington G. Coombs  
MY COMMISSION # CC639337 EXPIRES  
April 17, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

[Signature]  
Notary Public  
State of FLORIDA  
My Commission Expires:

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. Gianni Terracciano, Inc. a corporation organizing under the laws of the State of Florida, with its principal office located at 169 East Flagler St., Suite 623, Miami Florida 33131 has named Francesco Russo, whose address is 169 East Flagler, Miami Florida 33131, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Francesco Russo

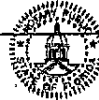
STATE OF FLORIDA  
COUNTY OF

BEFORE ME, the undersigned authority, this day personally appeared Salvatore Terracciano, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 6th day of March, 2000.

(SEAL)

  
Notary Public  
State of FLORIDA  
My Commission Expires



Barrington G. Coombs  
MY COMMISSION # C8639337 EXPIRES  
April 17, 2001  
BONDED THRU TROY FARM INSURANCE CO.

FILED  
MAR 13 PM 1:23  
CLERK OF STATE  
TALLAHASSEE FLORIDA

[3001]