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TRANSMITTAL LETTER

FLORIDA DEPT OF STATE  
DIVISION OF CORPORATION  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

FILED  
00 MAR -9 PM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA DEPT OF STATE  
DIVISION OF CORPORATION  
409 GAINES STREET  
TALLAHASSEE, FL 32399

100003163831--4  
-03/09/00--01067--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: ADAGIO UOMO, INC.,

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate
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FROM: Law Office of Robert N. Pelier, P.A.  
1431 Ponce de Leon Boulevard  
Coral Gables, FL 33134

Telephone: (305) 529-9199  
Facsimile: (305) 529-9290

F. CHESLER

MAR 1 6 2000

**ARTICLES OF INCORPORATION OF  
ADAGIO UOMO, INC.**

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FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

1. The name and principal address of the Corporation is **ADAGIO UOMO, INC.,**  
**11250 SW 40 Ter., Miami, FL 33165.**
2. The address of the Corporation's registered office is **1431 Ponce de Leon Boulevard,**  
**Coral Gables, FL 33134.**
3. That **Robert N. Pelier, Esq.,** is designated as the agent of the Corporation upon whom  
process in any action or proceeding against it may be served. Said agent shall mail a copy of  
process of any action or proceeding against the Corporation to **Law Office of Robert N. Pelier,**  
**Esq., 1431 Ponce de Leon Boulevard, Coral Gables, FL 33134.**
4. The purpose of the organization is to engage in any act or activity for which  
Corporations may be now or hereafter organized under the General Corporation Law of Florida.
5. This Corporation is authorized to issue only one class of stock. This stock shall be  
designated as common stock. The number of such shares is **500** and are without par  
value.
6. All of the subscribers of this Certificate are natural persons over the age of 18 years.
7. If a shareholder shall be indebted to the Corporation, the Directors may refuse to consent  
to a transfer of his shares until such indebtedness is paid, provided a copy of this Section or the  
substance thereof is written or printed upon the shares certificate. Such shares are divided,  
apportioned and transferred as provided in the annexed section.

8. **Compensation of Officers and Directors.** No salary or other compensation shall be paid to any director or officer of the Corporation for services rendered as such director or officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held shareholders meeting by the record holders of at least two thirds of the then outstanding capital shares of the corporation.

9. **Incorporators:** The names and mailing address of the incorporators are:

NAME	MAILING ADDRESS
Yadira Pasarin	11250 SW 40 Ter., Miami, FL 33165
Alfredo Bagnara	11250 SW 40 Ter., Miami, FL 33165

10. **Shareholders:** Yadira Pasarin, shall own 250 shares of stock and Alfredo Bagnara, shall own 250 shares of stock.

11. **Directors and Officers:** The name and the titles of the directors and officers are:

NAME	TITLE
Yadira Pasarin	President
Alfredo Bagnara	Vice-President

12. **Regulatory provisions:** The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and creating, defining, limiting, and regulating the powers of the Corporation, The Directors and the Stockholders.

(a) **Powers of Directors To Amend By-Laws.** The Board of Directors shall be authorized and empowered from time to time in its discretion to make, alter or repeal the By-Laws of the Corporation, except as such power may be limited by any one or more By-Laws of the Corporation adopted by the stockholders.

(b) **Books.** The books of the Corporation (Subject to the laws of the State of Florida) may be kept outside of the State of Florida at such places as from time to time may be designated by the Board of Directors.

(c) **Cumulative Voting.** At all elections of the elections of the Directors, each Stockholder shall be entitled to as many votes as shall equal the number of votes which he would have been entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and that he may cast all such votes for a single Director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

(d) **Consent of Stockholders in Lieu of Meeting.** Whenever the vote of stockholders is required at a meeting or is permitted to be taken for in connection with any corporate action by any provision of the General Corporation Law of Florida the meeting and vote of Stockholders may be dispensed with if such action is taken with the written consent of the holders of not less than a majority of all the stock having less than the minimum percentage of the vote required by statute for such action, and provided that prompt notice is given to all Stockholders of the taking of the corporate action without a meeting and by less than unanimous written consent.

(e) **Election of Directors.** Election of Directors need not be by written ballot.

(f) **Removal of Directors.** The Stockholders may at any time, at the meeting expressly called for that purpose, remove any or all of the Directors, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors. No Director may be removed when the votes cast against his removal would be sufficient to elect him if voted cumulatively at an election which the same total number of votes were cast and the entire Board were then being elected.

13. **Preemptive Rights:** The holders from time to time of the shares of the Corporation shall have the preemptive rights to purchase, at such respective equitable process, terms, and conditions, as shall be fixed by the Board of Directors, such of the shares of the Corporation as may be issued, from time to time, over and above the issue of the first 500 shares of the Corporation which have never previously been sold. Such preemptive right

shall apply to all shares issues after such first 500 shares, whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation, and shall be exercised in the respective ration with the number of shares held by each Stockholders at the time of such issue bears to the total number of shares outstanding in the names of all the Stockholders at such time.

14. **Greater Voting Requirements:** The affirmative vote of the majority of the Directors shall be necessary for the transaction of any business at any meeting of Directors, except in the case of a proposal to borrow money on the Corporation's credit, in which case the favourable vote of all the Directors shall be necessary.

15. **Duration:** The duration of the Corporation's existence shall be perpetual.

16. **Personal Liability:**

(a) The Corporation shall indemnify the Corporation's Directors so that they shall not *be personally liable for the debts of the Corporation if:*

(1) they conducted themselves in good faith, and

(2) they reasonably believed:

(i) their conduct was in their official capacity and within the Corporation's best interests: and

(3) in the case of any criminal proceeding, they had no reasonable cause to believe that their conduct was unlawful.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not of itself determinative that the Director did not meet the standard of conduct described in this section.

(c) The Corporation may not indemnify a Director under this section:

(1) in connection with a proceeding by or in the right of the corporation in which the Director is adjudged liable to the Corporation; or

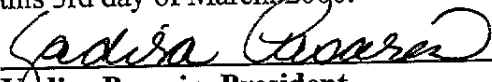
(2) in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in their official capacity in which they were adjudged liable on the basis that personal benefit was improperly received by that individual.

- (d) Indemnification permitted under this section is limited to reasonable expenses incurred in connection with the proceeding.
- (e) The Corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defence of any proceeding to which they were a party to because of their role as a Director of the Corporation, against reasonable expenses incurred by them in connection with the proceeding.
- (f) The Corporation shall pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if
- (1) the Director furnishes the Corporation a written affirmation of his good faith belief that they met the standard of conduct prescribed in this section;
  - (2) the Director furnished the Corporation a written undertaking, executed personally or on their behalf, to repay the advance if it is ultimately determined that they did not meet the standard of conduct;
  - (3) a determination is made that the facts then known to those making the determination would not preclude indemnification under this sub-chapter.
  - (4) the undertaking required by subsection (2) must be an unlimited general obligation of the Director, but need not be secured and may be accepted without reference to financial ability to make repayment.
- (g) (1) an officer of the Corporation who is not a Director is entitled to mandatory indemnification in each case to the extent as a Director:
- (2) the Corporation shall indemnify and advance expenses under this sub-chapter to an Officer, employee, or agent of the Corporation who is not a Director to the same extent as to a Director; and
- (h) The Corporation shall, to the extent reasonably possible, purchase and maintain insurance on behalf of those individuals who are or will be Directors, officers, employees, or agents of the Corporation; or who, while Directors, officers, employees, or agents of the Corporation, are or who will be serving at the request of the Corporation, in any capacity or, in another business enterprise, and the Corporation shall indemnify them against liability asserted against them or incurred by them in that capacity.

(i) The stockholders shall be liable in proportion with that which their stock bears on the total outstanding stock of the Corporation.

17. **Amendment:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation in the manner now or hereinafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

We, the undersigned, being all of the incorporators above named, for the purpose of forming a Corporation pursuant to the General Corporation Law of Florida sign and acknowledge these Articles of Incorporation this 3rd day of March, 2000.

  
Yadira Pasarin, President

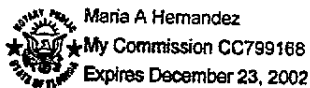
#### Acknowledgment

STATE OF FLORIDA     )  
COUNTY OF DADE     )

On this 3rd day of March, 2000, before me personally came Yadira Pasarin as the individuals who signed the foregoing Articles of Incorporation, known to me personally to be such, and acknowledge that the said certificate are their acts and deeds and that the facts stated therein are true.

MY COMMISSION EXPIRES:

  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE



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

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/agent, in the state of Florida.

1. The Name and principal address of the Corporation is:

**ADAGIO UOMO, INC.,  
11250 SW 40 Ter.,  
Miami, FL 33165**

2. The Name and Address of the registered agent and office is:

**Robert N. Pelier, Esq.,  
Law Office of Robert N. Pelier, P.A.  
1431 Ponce de Leon Boulevard  
Coral Gables, FL 33134**

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation 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.

\_\_\_\_\_  
Robert N. Pelier, Esq.,

Dated: 3/3/00

**SWORN AND SUBSCRIBED BEFORE ME THIS 3rd DAY OF MARCH, 2000 BY  
ROBERT N. PELIER, ESQ. WHO PRODUCED VALID FLORIDA DRIVERS  
LICENSE.**

Maria A. Hernandez  
NOTARY STATE OF FLORIDA AT LARGE

SEAL:

