

PO0000048360

Chart. Number On

5/9/00 Tony

Offina Madrigal
Requestor's Name
4160 West 16th Ave #210
Address
Hialeah, FL 33012
City State ZIP Phone
305 822 72 20A

VALIDATION ONLY

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*****78.75 *****78.75

CORPORATION(S) NAME

Rizoma USA INC.

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00 MAY 11 AM 9:25
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T BROWN MAY 16 2000

605

EFFECTIVE DATE
5-15-00



Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 12, 2000

EMPIRE

MIAMI, FL

SUBJECT: RIZOMA USA INC.
Ref. Number: W00000012458

We have received your document for RIZOMA USA INC.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of 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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 700A00026635

RECEIVED
00 MAY 16 AM 9:28
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5-15-00

FILED
00 MAY 16 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HER ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I.-NAME-

THE NAME OF THIS CORPORATION IS : RIZOMA USA INC.

ARTICLE II. -DURATION-

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III. -PURPOSE-

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO CARRY ON THE BUSINESS OF DISTRIBUTION OF PARTS AND ACCESSORY, AND OTHERS SELL, RENT, LEASE CONVEY OR OTHERWISE ACQUIRE OR DISPOSE OF OR ENCUMBER REAL ESTATE, REAL PROPERTY, CHATTELS REAL, CHOSEN IN ACTION, NOTE, BONDS, STOCKS, SECURITIES AND ANY INTEREST THEREIN FOR ITSELF OR FOR OTHERS. FULL POWER AND AUTHORITY TO DO ALL AND EVERYTHING NECESSARY TO ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR ANY AMENDMENT THEREOF.

ARTICLES IV. -CAPITAL STOCK-

THIS CORPORATION IS AUTHORIZED TO ISSUE **ONE THOUSAND (1,000)** SHARES OF ONE DOLLAR (\$1) PER VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLES V. -PREEMPTIVE RIGHTS-

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRORATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLES VI. -INITIAL REGISTERED OFFICE & AGENT-

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: **16251 NW 57TH AVENUE., MIAMI FLORIDA 33014** AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: **LUIGI TREVALE.**

ARTICLES VII. - INCORPORATION-

THE NAMES AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICLES ARE:

**LUIGI TREVALE
1493 PRESIDIO DRIVE
WESTON, FL 33327**

**BRIAN ROSENCRANTZ
11384 56TH PLACE, NORTH
ROYAL PALM BEACH, FL 33411**

**PAUL BROOKS
14460 GLENCAIRN ROAD
MIAMI LAKES, FL 33016**

ARTICLE VIII. -BYLAWS-

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS

ARTICLE IX. -RESTRICTIONS ON TRANSFERS OF STOCK-

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND THE AMOUNTS SET OPPOSITE HER NAMES:

LUIGI TREVALE, PRESIDENT	——33.34% SHARES
BRIAN ROSENCRANTZ, VICE PRESIDENT	——33.33% SHARES
PAUL BROOKS, SECRETARY & TREASURER	——33.33% SHARES

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

ARTICLES X. -CALLING OF SPECIAL MEETINGS-

SPECIAL MEETING OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

ARTICLES XI. -SHAREHOLDER QUORUM & VOTING-

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLE TO VOTE ON THE SUBJET MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

ARTICLE XII. -SHAREHOLDERS MEETING REQUIRED-

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKE AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

ARTICLE XIII. -MANAGEMENT OF CORPORATION BY SHAREHOLDERS-

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE XIV. -POWERS-

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

ARTICLE XV. -MEETINGS BY TELEPHONE CONFERENCE-

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

ARTICLE XVI. -ACTION BY SHAREHOLDERS WITHOUT A MEETING-

THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

ARTICLE XVII. -DIVIDENDS-

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

ARTICLE XVIII. -INDEMNIFICATION-

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XIX. -AMENDMENT-

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE XX. -NOTICE-

ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OF HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS: 1493 PRESIDIO DRIVE., WESTON, FLORIDA 33327.

ARTICLE XXI. -INITIAL DIRECTORS AND OFFICERS-

THIS CORPORATION SHALL HAVE 3 DIRECTORS, THERE NAMES AND ADDRESSES ARE AS FOLLOWS:

LUIGI TREVALE
1493 PRESIDIO DRIVE
WESTON, FL 33327

BRIAN ROSENCRANTZ
11384 56TH PLACE, NORTH
ROYAL PALM BEACH, FL 33411

PAUL BROOKS
14460 GLENCAIRN ROAD
MIAMI LAKES, FL 33016

ARTICLE XXII. -PRINCIPAL OFFICE ADDRESS-

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: **16251 NW 57TH AVENUE., MIAMI, FLORIDA 33014.**

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE TO THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 15th DAY OF MAY, 2000.



LUIGI TREVALE, PRESIDENT

BRIAN ROSENCRANTZ, VICE PRESIDENT

PAUL BROOKS, SECRETARY & TREASURER

FILED
00 MAY 16 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM MAY
BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED;

FIRST: THAT **RIZOMA USA INC.**
 NAME OF CORPORATION

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF **MIAMI**,
STATE OF FLORIDA HAS NAMED **LUIGI TREVALE** LOCATED AT **16251 NW 57TH**
AVENUE., MIAMI, FLORIDA 33014 ITS AGENT TO ACCEPT SERVICE WITHIN
FLORIDA.

SIGNATURE


CORPORATE OFFICER

TITLE

PRESIDENT

DATE

05/01/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CAPACITY AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


RESIDENT AGENT

DATE

05/01/00