

# P0000058222

June 5, 2000

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-06/09/00--01108--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

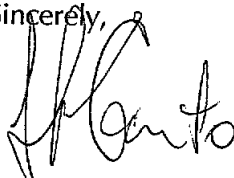
Attn.: New Filings

Dear Sir/Madam:

This is to forward to you the duly executed Articles of Incorporation of Primo PF, Inc. and a money order in the amount of \$78.75.

Please proceed with said incorporation and forward to the corporation's mailing address, as stated in said articles, a certified copy of its Articles of Incorporation.

Sincerely,



Stefano Carniato

00 JUN -9 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FL 06077

FILED

5-15  
6-9-00

# PRIMO PF, INC.

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00 JUN -9 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

### ARTICLE I - NAME

The name of the corporation shall be: Primo PF, Inc.

### ARTICLE II - ADDRESS

The principal place of business and mailing address shall be: 2699 Collins Avenue, Suite 141, Miami Beach, Florida 33140.

### ARTICLE III - PURPOSE

The corporation may engage in or transact any lawful activity or business permitted under the laws of the United States and the State of Florida.

### ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock with a par value of \$1.00 per share.

### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent shall be:

Stefano Carniato  
2699 Collins Avenue, Suite 141  
Miami Beach, Florida 33141

#### ARTICLE VI - BOARD OF DIRECTORS - OFFICERS

The initial Board of Directors and Officers of the Corporation shall be as follows:

Stefano Carniato - President/Director  
Stefano Carniato - Secretary

#### ARTICLE VII - INCORPORATOR

The name and street address of the incorporator is:

Stefano Carniato  
2699 Collins Avenue, Suite 141  
Miami Beach, Florida 33141

The incorporator of the corporation assigns to this corporation his rights to constitute a corporation under Section 607.0201, Florida Statutes, and he assigns to those persons designated by the Board of Directors any rights he may have, as incorporator, to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

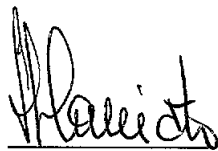
#### ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders, if the shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.

#### ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming Primo PF, Inc., a corporation under the laws of the State of Florida, executed these Articles of Incorporation this 5<sup>th</sup> day of June, 2000.

A handwritten signature in black ink, appearing to read 'Stefano Carniato', written over a horizontal line.

Stefano Carniato  
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is: Primo PE, Inc.
2. The name and address of the registered agent and office is:

Stefano Carniato  
2699 Collins Avenue, Suite 141  
Miami Beach, Florida 33141

FILED  
00 JUN -9 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, Stefano Carniato accepts the appointment as registered agent and agrees to act in that capacity. Stefano Carniato further agrees to comply with the applicable provisions of the Florida Business Corporation Act relating to the proper and complete performance of her duties. Stefano Carniato is familiar with and accepts the obligations of that position.

  
Stefano Carniato  
Registered Agent