

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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-01/10/01--01020--024
*****78.75 *****78.75

CONTACT: CINDY HICKS

DATE: 1-10-01

REF. #: 0150.14136

CORP. NAME: Romika Merger Corp.

- | | | |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 9817 FOR \$ 700.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|--|---|--|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

SMITH JAN 10 2001

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ARTICLES OF INCORPORATION
OF
ROMIKA MERGER CORP.

FILED
01 JAN 10 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is ROMIKA MERGER CORP. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 8730 N.W. 36th Avenue, Miami, Florida 33147.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 8730 N.W. 36th Avenue, City of Miami, County of Miami-Dade, State of Florida 33147 and the name of its initial registered agent at such office is Julio Magrisso.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least two directors, with the exact number to be fixed from time to time in the manner provided in the

Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2) and the names and address of the initial members of the Board of Directors of the Corporation are René Jaeggi and Marco Guicciardi, 8730 N.W. 36th Avenue, Miami, Florida 33147.

ARTICLE VII

The name of the Incorporator is Julio Magrisso and the address of the Incorporator is 8730 N.W. 36th Avenue, Miami, Florida 33147.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 14th day of November, 2000.



Randy Bullard, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ROMIKA MERGER CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Julio Magrisso, Registered Agent

Dated: November 14, 2000

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01 JAN 10 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA