

# P010000114979

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

200004700422--9  
-11/30/01--01053--026  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: STROMBOLI USA, INC.  
(Proposed corporate name – must include suffix)

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

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Thomas Baur, Esq.  
Name (printed or typed)

100 N. Biscayne Blvd., 21<sup>st</sup> Fl.  
Address

Miami, FL 33132-2304  
City, State & Zip

(305) 377-3561  
Daytime Telephone Number

FILED  
2001 NOV 30 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

12/5/01

**ARTICLES OF INCORPORATION**

**OF**

**STROMBOLI USA, INC.**

**FILED**

2001 NOV 30 PM 12:11

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be: **STROMBOLI USA, INC.**

**ARTICLE II**

**Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE III**

**Capital Stock**

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital

stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### **ARTICLE IV**

##### **Existence of Corporation**

This corporation shall have perpetual existence.

#### **ARTICLE V**

##### **Registered Office and Registered Agent**

The principal office, mailing address, and initial registered office of this corporation shall be located at New World Tower, Suite 2100, 100 North Biscayne Boulevard, Miami, Florida 33132 and the initial registered agent of this corporation at such office shall be Thomas Baur. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### **ARTICLE VI**

##### **Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the

Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## **ARTICLE VII**

### **Initial Board of Directors**

The initial Board of Directors shall consist of one (1) member, such member to hold office until his successor or successors have been duly elected and qualify. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Horst Basler	9042 Lakes Boulevard West Palm Beach, Florida 33412

## **ARTICLE VIII**

### **Incorporators**

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Thomas Baur	100 North Biscayne Boulevard, Suite 2100 Miami, Florida 33132

## ARTICLE IX

### By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## ARTICLE X

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

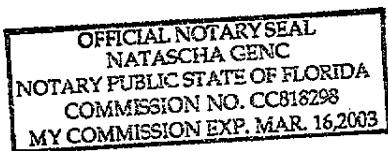
  
\_\_\_\_\_  
Thomas Baur, Incorporator

STATE OF FLORIDA       )  
                                  )SS:  
COUNTY OF DADE       )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of November, 2001  
by Thomas Baur, who is personally known to me ~~or who has produced~~ \_\_\_\_\_  
\_\_\_\_\_ as identification and who did take an oath.

*Natascha Genc*  
NOTARY PUBLIC, State of Florida  
at Large (SEAL)

My Commission Expires:



**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, Thomas Baur, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 28 day of November, 2001.



\_\_\_\_\_  
Thomas Baur

**FILED**  
2001 NOV 30 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA