

# P04000156971

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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : 120000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

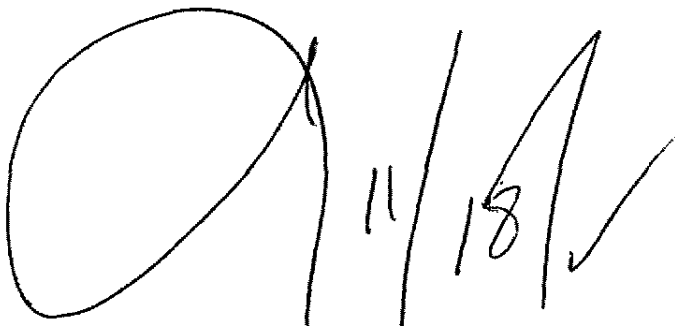
**IMAGE ITALY, INC.**

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**ARTICLES OF INCORPORATION  
OF  
IMAGE ITALY, INC.**

**ARTICLE I: NAME**

The name of the corporation is **IMAGE ITALY, INC.** (hereinafter called the "Corporation").

**ARTICLE II: PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

**ARTICLE III: CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of Common Stock, with a par value of \$1.00 per share.

Shares of capital stock of the Corporation which have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until cancelled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the cancelled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

**ARTICLE IV: INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is:

Harper Meyer Perez Ferrer & Hagen LLP  
Bank of America Building  
701 Brickell Avenue - Suite 1650  
Miami, FL 33131

And the name of the initial registered agent of the Corporation at that address is:

**GEORGE R. HARPER**

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**ARTICLE V: INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is:

Harper Meyer Perez Ferrer & Hagen LLP  
Bank of America Building  
701 Brickell Avenue - Suite 1650  
Miami, FL 33131

**ARTICLE VI: INITIAL BOARD OF DIRECTORS**

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is as follows:


FABIO AUGUSTO BERDICCHIA - Director  
c/o Harper Meyer Perez Ferrer & Hagen LLP  
Bank of America Building  
701 Brickell Avenue - Suite 1650  
Miami, FL 33131

**ARTICLE VII: INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

GEORGE R. HARPER  
Harper Meyer Perez Ferrer & Hagen LLP  
Bank of America Building  
701 Brickell Avenue - Suite 1650  
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of November, 2004.

  
\_\_\_\_\_  
Incorporator

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**CERTIFICATE DESIGNATING ADDRESS AND AGENT**  
**UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That IMAGE ITALY, INC., desiring to organize under the laws of the State of Florida, has named **GEORGE R. HARPER**, located at Bank of America Building, 701 Brickell Avenue - Suite 1650, Miami, FL 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act 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, and I am familiar with, and accept the duties and obligations of a registered agent as outlined in Section 607.0505, of the Florida Statutes.

DATED this 17<sup>th</sup> day of November, 2004.

  
\_\_\_\_\_  
Registered Agent

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