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TALLAHASSEE, FLORIDA  
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## TRANSMITTAL LETTER

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

SUBJECT: DOLCE CAROLLO OF AMERICA, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee  
& Certificate of Status

☒ \$78.75 Filing Fee  
& Certified Copy  
☐ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: ENRIQUE RODRIGUEZ  
Name (Printed or typed)

1730 SW. 139 COURT  
Address

MIAMI, FL 33175  
City, State & Zip

305-553-5100  
Daytime Telephone number

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

**FILED**

05 APR -5 PM 2:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**DOLCE CAROLLO OF AMERICA, INC.**

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **DOLCE CAROLLO OF AMERICA, INC.** ( the "Corporation" ). The address of the principal office of the Corporation and its mailing address is 1730 S.W. 139<sup>th</sup> Court, Miami, Florida 33175.

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III- CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000 ) shares of common stock, all of which are to have a par value of One Cent ( \$.01 ) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE IV – INITIAL REGISTERED

##### OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Antonio N. Arroyo	3301 Ponce De Leon Blvd. Suite 210 Coral Gables, Florida 33134

#### ARTICLE V- COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

#### ARTICLE VI – INITIAL

##### BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of three persons. The number of directors may thereafter be increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Enrique Rodriguez	1730 S.W. 139 <sup>th</sup> Court Miami, Florida 33175	President / Director
Diana H. Rodriguez	1730 S.W. 139 <sup>th</sup> Court Miami, Florida 33175	Secretary / Director
Massimo Carollo	Via M. Picone N.1 Carini ( PA ), Italy	Director

#### ARTICLE VII – INCORPORATOR

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

Name

Address

Enrique Rodriguez

1730 S.W. 139<sup>th</sup> Court  
Miami, Florida 33175

#### ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the board of Directors and the shareholders of the Corporation.

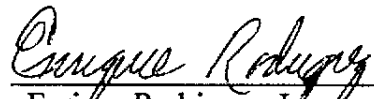
#### ARTICLE IX – INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

#### ARTICLE X- AMENDMENT

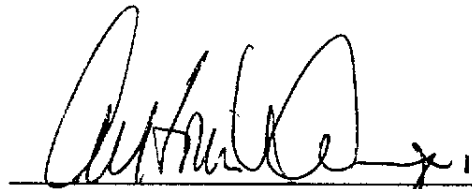
The Corporation reserves to its shareholders the right to amend or appeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4<sup>th</sup> day of April, 2005.

  
Enrique Rodriguez, Incorporator

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Antonio N. Arroyo, Registered Agent