

Division of Corporations

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**PD 6000015749**

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION****Della Poletti USA, Inc.**

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February 1, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

HUNTON & WILLIAMS

SUBJECT: DELLA POLETTI USA, INC.  
REF: W06000004908

We have received your electronically transmitted document. However, the document was submitted under the wrong electronic filing type and cannot be processed by this office.

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Joey Bryan  
Document Specialist

FAX Aud. #: H06000027175  
Letter Number: 206A00007216

P.O. BOX 6327 - Tallahassee, Florida 32314

Attached please find the Articles of Incorporation for Della Poletti USA, Inc. These were electronically filed yesterday inadvertently under the incorrect filing type yesterday under fax audit no. H06000027175 (see attached letter).

Per my conversation with Mr. Joey Bryan earlier, please arrange to file the articles effective as of yesterday's date under fax audit no. H060000280853 as attached. I may be contacted at 305.536.2735 should you have any questions or require additional information. Thank you.

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**ARTICLES OF INCORPORATION**

**OF**

**DELLA POLETTI USA, INC.**

Pursuant to Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I - NAME**

The name of the corporation is Della Poletti USA, Inc. (hereinafter called the "Corporation").

**ARTICLE II - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is 335 Worth Avenue, Via Mizner, Unit 119-S, Palm Beach, Florida 33480.

**ARTICLE III - 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 IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

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**ARTICLE V - OFFICERS AND DIRECTORS**

The following persons are hereby appointed to the serve in the offices set opposite their name and address:

Title:Name and Address:

President, Treasurer, Director

Cintya Poletti Pappalardo  
335 Worth Avenue  
Via Mizner, Unit 119-S  
Palm Beach, Florida 33480

Vice-President, Secretary, Director

Marco Pappalardo  
335 Worth Avenue  
Via Mizner, Unit 119-S  
Palm Beach, Florida 33480

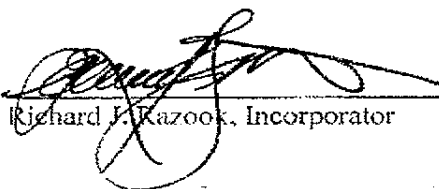
**ARTICLE VI - INITIAL REGISTERED AGENT**

The name of the initial registered agent of the Company is Richard J. Razook, Esq. The Florida street address of the initial registered agent of the Company is Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator is Richard J. Razook, Esq., Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31<sup>st</sup> day of January, 2006.

  
Richard J. Razook, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED****WITNESSETH:**

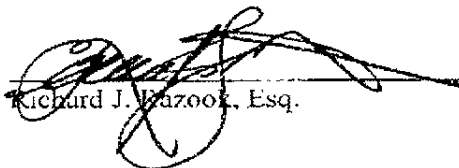
That Della Poletti USA, Inc., desiring to organize under the laws of the State of Florida, has named Richard J. Razook, Esq., whose address is Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, FL 33131, as its agent to accept service of process within this state.

**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 outlined in Section 607.0505, Florida Statutes.

Dated this 31<sup>st</sup> day of January, 2006

REGISTERED AGENT:

  
Richard J. Razook, Esq.

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