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FLORIDA PROFIT/NON PROFIT CORPORATION

integree u.s.a., inc.

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Electronic Filing Menu

Corporate Filing Menu

Help

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ARTICLES OF INCORPORATION

OF

INTEGREE U.S.A., Inc.

ARTICLE I - NAME

The name of this corporation shall be INTEGREE U.S.A., Inc.

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ARTICLE II - COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III - PURPOSE

This corporation is being organized for the purpose of engaging in the import/export, sale and distribution of cosmetics, beauty products, dietary products and dietary supplements, drugs and medical products, and any related products and equipment, including appliances and accessories, fitness and physiotherapy machinery, plants, equipment, furnishings and relevant tools and appurtenances. The purpose includes, but not limited to:

- To establish, maintain, and operate hotels, resorts, tourist facilities, beauty farms, SPAs, wellness and fitness centers, of every kind and description, incidental to, connected with, or suitable, necessary, or convenient for, any of the purposes enumerated herein.

Articles Of Incorporation Of INTEGREE U.S.A., Inc.

Page 1

H07000205924

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- To engage in the business of purchasing or otherwise acquiring in whole or in part letters patent, concessions, licenses, inventions, rights, and privileges, subject to royalties or otherwise, whether exclusive, nonexclusive, or limited, whether in the United States or elsewhere: to sell, let, or grant any patent rights, licenses, concessions, inventions, rights, or privileges belonging to this Corporation or which it may acquire, or any interest in the same, and generally to deal in any and all such properties; to apply for, obtain, register, purchase, lease, or otherwise acquire, and to hold, use, own, operate, and introduce and to sell, assign, or otherwise dispose of, any trademarks, trade names, copyrights, patents, inventions, improvements, and processes used in connection with or secured under letters patent of the United States or any foreign country, and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any trademarks, trade names, patents, licenses, processes, copyrights, or any such property or rights.
- To manage or administer as agent the business or property of any corporation, firm, or person carrying on any authorized business,
- To deal in all classes of property, personal and real estate
- To acquire, hold, own, sell, assign, transfer, create security interests in, pledge, exchange or otherwise dispose of the interests in other corporations or limited liability companies

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Articles Of Incorporation Of INTEGREE U.S.A., Inc.

Page 2

- To organize or cause to be organized under the laws of any state of the United States, or of the District of Columbia, or of any territory, dependency, or possession of the United States, or of any foreign country, a corporation, limited liability company, partnership, joint venture (or combination thereof), for the purpose of transacting, promoting, or carrying on any or all of the objects or purposes for which this Corporation is organized, and to dissolve, wind up, liquidate, merge, or consolidate any such entities or to cause the same to be dissolved, wound up, liquidated, merged, or consolidated.
- To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession, or cooperation with any person, firm, association, or corporation in the carrying on of any business which this Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this Corporation.
- To employ, hire, and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this Corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors
- To export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal

Articles Of Incorporation Of INTEGREE U.S.A., Inc.



Page 3

or agent, merchandise of every kind and nature, and to purchase, sell, and deal in and with such merchandise, at wholesale and retail.

- To have one or more offices, conduct and carry on its business and operations, and otherwise to promote its objects within and without this state, in other states, the District of Columbia, the territories, and dependencies of the United States, and in foreign countries, without restriction as to place or amount, but subject to the laws of such state, district, territory, dependency, or country,
- and in general: management, distributorship, franchising, licensing, import/export, research and development, production and fabrication, agency, and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV - CAPITAL STOCK

This corporation shall have the authority to issue 95 (ninety five) shares, each of one thousand dollars par value, of common capital stock ("Class A"), and 5 (five) shares, each of one thousand dollars par value, of preferred stock ("Class B"). The "Class B" preferred stock will give no right to capital distribution, but only preferred distribution of dividends in the fix ratio "Class B"/"(Class A" + Class B)"of 5/100, all other corporate stock features by operation of law remaining unchanged.

Articles Of Incorporation Of INTEGREE U.S.A., Inc.

Page 4



ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individual who shall serve as a member of the Initial Board of Directors are:

Carlo Barrella, Viale Roma 30, 02042 Collevocchio (RI) - Italia

ARTICLE VI - INDEMNIFICATION

This corporation shall indemnify any incorporator, officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII - INITIAL REGISTERED OFFICE

The address of this corporation's initial registered office shall be: 80 S.W. 8th street - Suite 2000 - Miami, Florida - 33130 - United States.

ARTICLE VIII - INITIAL REGISTERED AGENT

The name of the individual who shall serve as the corporation's registered agent at the address of 601 Brickell Key Drive, Suite 705, Miami, FL 33131 is: Attilio M. Costabel.

Articles Of Incorporation Of INTEGREE U.S.A., Inc.


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ARTICLE IX - INCORPORATORS

The name and address of the individuals who shall serve as this corporation's incorporators are: Attilio M. Costabel, 601 Brickell Key Drive, Suite 705, Miami, FL 33131 and Carlo Barrella, Viale Roma 30, 02042 Collevicchio (RI) - Italia.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation (except Article IV, Capital Stock), or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Attilio M. Costabel - Incorporator

DATE: _____

Carlo Barrella - Incorporator

DATE:  _____

I hereby accept my designation as resident agent and agree to serve as the resident agent of INTEGREE U.S.A., Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for INTEGREE U.S.A., Inc.

Attilio M. Costabel - Registered Agent

DATE:  _____

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