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DIVISION OF CORPORATIONS

CAPITAL CONNECTION

NO. 1164 P. 158

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FLORIDA PROFIT/NON PROFIT CORPORATION

ALMA 2008 Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ALMA 2008 CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of this Corporation is: ALMA 2008 Corporation

ARTICLE II: PRINCIPAL OFFICE

The street address of the initial principal office is:

One Biscayne Tower
Suite 2400
2 South Biscayne Blvd.
Miami, Florida 33131

The mailing address of this Corporation is:

c/o Louis P. Archambault
One Biscayne Tower, Suite 2400
2 South Biscayne Blvd.
Miami, Florida 33131

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one (\$1.00) dollar per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

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

Louis P. Archambault, Esq.
Pathman Lewis, LLP
One Biscayne Tower, Suite 2400
2 South Biscayne Blvd.
Miami, Florida 33131

ARTICLE V: INCORPORATOR

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

Louis P. Archambault, Esq.
Pathman Lewis, LLP
One Biscayne Tower, Suite 2400
2 South Biscayne Blvd.
Miami, Florida 33131

ARTICLE VI: OFFICERS

The affairs of the Corporation shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Corporation in accordance with the By-Laws and shall serve in accordance with the vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors as follows:

President/Vice President:

Nicola Prati

Address:

via Nullo aldini n. 13-47100
Forlì Italia

Secretary:

Massimo Nicastro

Address:

1680 Michigan Avenue
Miami Beach, Florida 33139

Treasurer:

Fabio Porcellini

Address:

Via IX Febbraio n. 17-471000
Forlì Italia

ARTICLE VII: POWERS

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the State of Florida.

ARTICLE VIII: GENERAL PROVISIONS

(a) A director of the Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned has executed these Articles of Incorporation this 11th day of March, 2008.



LOUIS P. ARCHAMBAULT, Incorporator

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CAPITAL CONNECTION

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the Corporation mentioned below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is ALMA 2008 CORPORATION.
2. The name and address of the registered agent and office is Louis P. Archambault, Esq., Pathman Lewis, LLP, One Biscayne Tower, Suite 2400, 2 South Biscayne Blvd., Miami, Florida 33131.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



LOUIS P. ARCHAMBAULT, ESQ.

Dated: This 11th day of March, 2008

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