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Florida Department of State
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Division of Corporations
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DOMESTICATION
OMP RACING, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
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Corporate Filing Menu

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CERTIFICATE OF DOMESTICATION

The undersigned, Gabriele Pedone, Vice-President
(Name) (Title)

of OMP Racing, Inc. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was June 12, 2003.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Washington State.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was OMP Racing, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is OMP Racing, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Washington State.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Vice-President, of OMP Racing, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done

so this the 30th day of December, 2010.

Gabriele Pedone
(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

INHS33 (8/05)

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ARTICLES OF INCORPORATION
OF
OMP RACING, INC.

11 JAN 12 AM 10:41

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being over the age of eighteen, acting as incorporator of a corporation under the Florida Business Corporation Act adopts the following Articles of Incorporation for such incorporation.

ARTICLE I

Name and Duration

The name of the corporation shall be OMP RACING, INC., and the corporation shall have perpetual existence.

ARTICLE II

Principal Address

The principal place of business and mailing address of the corporation is: 800 Brickell Avenue, Suite 710, Miami, Florida 33131.

ARTICLE III

Purposes

This corporation is organized for the following purposes:

(a) To engage in any business, trade, or activity which may lawfully be conducted by a corporation organized under the Florida Business Corporation Act; and

(b) To engage in all such activities as are incidental, conducive, or necessary to the attainment of the purposes of this corporation or any of them and to exercise any and all powers authorized or permitted to be done by a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses of this Article III shall each be construed as purposes and powers and the matters expressed in each clause shall be in no way limited or restricted by reference to, or inference from, the terms of any other clauses, but shall be regarded as independent purposes and powers; and nothing contained in these clauses shall be deemed in any way to limit or exclude any power, right, or privilege to this corporation by law or otherwise.

ARTICLE IV

Shares Authorized

The aggregate number of shares that the corporation shall have authority to issue is 10,000 shares of common stock having no par value.

ARTICLE V

Preemptive Rights

The owners of shares of stock of this corporation shall be entitled to preemptive rights to subscribe for or purchase any convertible into stock of any class whatsoever, whether now or hereafter authorized and whether issued for cash, property, services, by way of dividends, or otherwise.

ARTICLE VI

Corporate Share Ownership

The corporation shall have the right to purchase, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of its own shares, to the extent permitted by law.

ARTICLE VII

Voting

Each shareholder entitled to vote at any election for directors shall have the right to vote, in person or by proxy, the number of shares owned by him or her for as many persons as there are directors to be elected and for whose election he or she has a right to vote, and no shareholder shall be entitled to cumulate his or her votes.

ARTICLE VIII

Directors

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the Bylaws, but the number of first directors shall be one, who shall be:

Gabriele Pedone
800 Brickell Avenue
Suite 710
Miami, FL 33131

and who shall serve until his successor is elected in the organizational consent to action or meeting of directors.

ARTICLE IX

Contracts Between Corporation and Shareholders, Directors, Officers, and Employees

Any contract or other transaction between this corporation and one or more of its directors, or between this corporation and any corporation, firm, association, or other entity of which one or more of its directors are stockholders, members, directors, officers, or employees or in which they are interested shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon, or in reference to, such contract or transaction and notwithstanding his, her, or their presence or vote, or both, might have been necessary to obligate this corporation upon such contract or transaction; provided, that the facts of such interest shall be disclosed to or known by the directors acting on such contract or transaction.

ARTICLE X

Limitation of Director Liability

A director shall have no liability to the corporation or its shareholders for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for conduct violating Florida Statute 607.0834, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Florida Business Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Florida Business Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect the right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE XI

Indemnification of Directors and Officers

(1) Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee, or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability, and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement), actually and reasonably incurred or suffered by such person in connection therewith, and such

indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in Section (2) of this Article with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred in this Section (1) shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section (1) or otherwise.

(2) Right of Claimant to Bring Suit. If a claim under Section (1) of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the corporation (including its Board of Directors, independent legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its Board of Directors, independent legal counsel or its shareholders) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

(3) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders, or disinterested directors or otherwise.

(4) Insurance, Contracts, and Funding. The corporation may maintain insurance, at its expense, to protect itself and any director, trustee, officer, employee, or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability, or loss under the Florida Business Corporation Act. The corporation may, without further shareholder action, enter into contracts with any director or

officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

(5) Indemnification of Employees and Agents of the Corporation. The corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Florida Business Corporation Act or otherwise.

ARTICLE XII

Bylaws

The Board of Directors shall have full power to adopt, alter, amend, or repeal the Bylaws or adopt new Bylaws.

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this right.

ARTICLE XIII

Registered Agent, Office

The address of the initial registered office of this corporation is:

Robert Allen Law
1441 Brickell Avenue
Suite 1400
Miami, Florida 33131

And the name of the agent is:

Robert Allen Law

ARTICLE XIV

Quorum – Shareholder Meetings

Two-thirds of all shareholders entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote

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of the majority of the shares present at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV

Quorum - Directors' Meetings

Two-thirds of the directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Article XVI

Incorporators

The name and address of the incorporator is:

Gabriele Pedone
800 Brickell Avenue
Suite 710
Miami, FL 33131

Dated this 30th day of December, 2010.

Gabriele Pedone

Gabriele Pedone, Incorporator

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TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, 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 as provided for in Chapter 607, F.S.

Dated as of the 30th day of December, 2010.

Robert Allen Law

By: Umberto Bonavita by pg
Umberto Bonavita
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



January 12, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ROBERT N. ALLEN, JR P.A.

SUBJECT: OMP RACING, INC.
REF: W11000002015

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000008926
Letter Number: 511A00001043