

P12000073106

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Laura Ross, Esq. GAVE

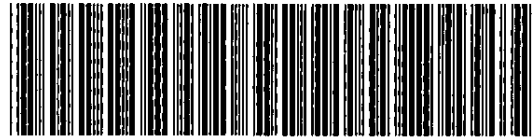
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DIVISION OF CORPORATIONS
12 AUG 27 PM 3:38

ROBERT ALLEN LAW
INTEGRATING LAW INTO BUSINESS®

Laura Ross
lross@robertallenlaw.com

August 24, 2012

Via Fax

Pam Smith
850-245-6804

Re: Domestication of Foreign Corporation Magniflex USA, Ltd.

Dear Ms. Smith:

This is a follow up to our conversation this afternoon regarding the corporate name of the entity Magniflex USA, Ltd.

Attached please find the modified documents with the new name of "Magniflex USA Ltd., Inc." pursuant to our discussion of corporate names.

Thank you for your help in resolving this matter.

Warm regards,

A handwritten signature in black ink, appearing to be 'Laura Ross', with a large, sweeping flourish extending to the right.

Laura Ross, Esq.

Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 15, 2012

MARCO MAGNI
1000 5TH ST, SUITE 220
MIAMI BEACH, FL 33139

SUBJECT: MAGNIFLEX USA, LTD., CO.
Ref. Number: W12000042636

We have received your document for MAGNIFLEX USA, LTD., CO. and your check(s) totaling \$128.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate designation. The name must include a word such as INCORPORATED, INC., CORPORATION or CORP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Pamela Smith
Regulatory Specialist II

Letter Number: 912A00021040

COVER LETTER

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

SUBJECT: Domestication of Foreign Corporation Magniflex USA, Ltd.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

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

OPTIONAL:

Certificate of Status \$ 8.75

Marco Magni
Name (printed or typed)

1000 5th Street, Suite 220
Address

Miami Beach, Florida 33139
City, State & Zip

305-372-3300
Daytime Telephone Number

marco.magni@magniflex.com
E-mail address: (to be used for future annual report notification)

CERTIFICATE OF DOMESTICATION

The undersigned, Marco Magni, Chief Executive Officer,
(Name) (Title)

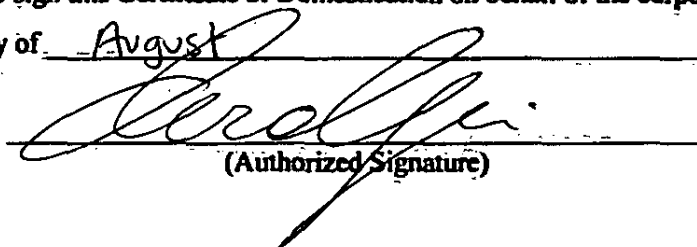
of Magniflex USA, Ltd. a foreign corporation,
(Corporation Name)

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

1. The date on which corporation was first formed was January 24, 2008.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was New York.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Magniflex USA, Ltd.
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 Magniflex USA, Ltd., 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 New York.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Marco Magni, of Magniflex USA, Ltd., Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 6 day of August, 2012.


(Authorized Signature)

Filing Fee:

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

**ARTICLES OF INCORPORATION
OF
MAGNIFLEX USA, LTD., Inc.**

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DIVISION OF CORPORATIONS

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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 Magniflex USA, Ltd. Inc., and the corporation shall have perpetual existence.

ARTICLE II

Principal Office and Mailing Address

The street address of the initial principal office and the mailing address is 1000 5th Street, Suite 220, Miami Beach, Florida, 33139.

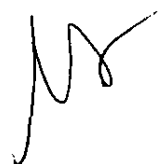
ARTICLE III

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 total number of shares which the corporation shall have the authority to issue and a statement of the par value of each share or a statement that the shares are without par value are: 200 shares, No Par Value.

ARTICLE V

Indemnification

The corporation shall, to the fullest extent permitted by the Business Corporation Law of the State of Florida, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify thereunder from and against any and all of the expenses, liabilities, or other matters referred to in or covered by the Business Corporation Laws of Florida. The indemnification laws provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under by By-law, resolution of directors or shareholders, agreement, or otherwise, as permitted by the Business Corporation Law, as to action in any capacity in which he or she served at the request of the corporation.

ARTICLE VI

Personal Liability of Board of Directors

The personal liability of the directors of the corporation is eliminated to the fullest extent permitted by the provisions of Section 607.0831 of the Business Corporation Law of the State of Florida.

ARTICLE VII

Registered Agent

The name and street address of its initial registered agent is Robert Allen Law, 1441 Brickell Avenue, Suite 1400, Miami, FL 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 as provided for in Chapter 607, F.S.

Dated as of the 6 day of August, 2012.

~~Robert Allen Law~~

for
By: Umberto C. Bonavita, Esq.

ARTICLE VIII

Incorporator

The name and address of the incorporator of the corporation is 1000 5th Street, Suite 200, Miami Beach, Florida, 33139.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 6 day of ~~July~~ *August*, 2012.


Marco Magni, Incorporator

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