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Charter Number Only

5-24-95

Requestor's Name  
Attilio M. Costabel  
Address  
80 SW 3 St. #2014  
Miami, FL 33130  
City State ZIP Phone

371-2618A

SECTION ONLY

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CORPORATION(S) NAME

ITALFORM, Inc

RECEIVED  
95 MAY 29 4 15 PM '95  
DIVISION OF CORPORATIONS  
Toll Free: 1-800-432-3028

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**ARTICLES OF INCORPORATION**

**OF**

**ITALFORM, Inc.**

**ARTICLE I. NAME**

The name of this corporation shall be ITALFORM, Inc.

**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 sale and distribution of furniture, accessories and home appliances and equipment, management of distributorship, franchising, import/export and in general 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 1000 common par value shares of common capital stock.

Articles Of Incorporation Of ITALFORM, Inc.

#### **ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

**"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."**

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be two  
(2). 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 each individual who shall serve as a member of the Initial Board Of Directors are:

Sergio Scatton, DCOTA Center, 1855 Griffin Road, Suite B-390, Dania FL 33004

Nivus Missana, DCOTA Center, 1855 Griffin Road, Suite B-390, Dania FL 33004

#### **ARTICLE VIII. INDEMNIFICATION**

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

#### **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office shall be: DCOTA Center, 1855 Griffin Road, Suite B-390, Dania FL 33004, and the address of this corporation's initial registered office shall be: #2014, 80 S.W. 8th Str., Miami, FL 33130.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Attilio M. Costabel.

**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's Incorporator are: sergio Scatton, DCOTA Center, 1855 Griffin Road, Suite B-390, Dania FL 33004.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
Sergio Scatton - Incorporator

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

  
Attilio M. Costabel - Registered Agent