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DEFABIO AND FENN, P.A.

ATTORNEYS AT LAW

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2121 PONCE DE LEON BOULEVARD

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GEORGE J. DEFABIO
LEONARD P. FENN

FILED
95 JUN -2 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 26, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200001505292
-06/02/95--01100--017
****122.50 ****122.50

Re: PROMODESIGN CO.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of PROMODESIGN CO., check in the amount of \$122.50 for filing fee and a self address stamped envelope for return of same.

Very truly yours,



George J. DeFabio

GJD/tp
Encls.

KA
6-12-95

ARTICLES OF INCORPORATION
OF
PROMODESIGN CO.

FILED
95 JUN -2 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be PROMODESIGN CO.

ARTICLE II

DURATION

This corporation is to have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue Five Hundred (500) shares of all one class at One (\$1.00) Dollar each par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

16909 North Bay Road
Apartment #409
North Miami Beach, Florida 33160

ARTICLE VI

INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

GEORGE J. DeFABIO
2121 Ponce de Leon Boulevard
Suite 430
Coral Gables, Florida 33134

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of by By-Laws of the corporation in the manner provided by law, but shall never be less than one.

<u>NAME</u>	<u>ADDRESS</u>
ROBERTO NAPOLI	Via Vigoni, 5 20121 Milano Milan, Italy
RITA RAO	Via Vigoni, 5 20121 Milano Milan, Italy

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporators signing these

Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
ROBERTO NAPOLI	Via Vigoni, 5 20121 Milano Milan, Italy
RITA RAO	Via Vigoni, 5 20121 Milano Milan, Italy

ARTICLE IX

AMENDMENT OF BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII

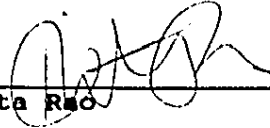
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or an amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.



Roberto Napoli




Rita Rao

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared Roberto Napoli, who produced Italian Passport identification, or who is well know to me to the person described in these Articles of Incorporation and who executed same, as incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 26 day of May 1995.

Sign: 
Print: Tamara E. Padilla
NOTARY PUBLIC, State of Florida
at Large



My Commission Expires:

OFFICIAL SEAL
TAMARA E. PADILLA
My Commission Expires
Oct. 29, 1996
Comm. No. CC 23941Z

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared Rita Rao, who produced Italian Passport identification, or who is well know to me to the person described in these Articles of Incorporation and who executed same, as incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 20 day of May 1995.

Sign: Tamara E. Padilla
Print: Tamara E. Padilla
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



OFFICIAL SEAL
TAMARA E. PADILLA
My Commission Expires
Oct. 29, 1996
Comm. No. CC 239417

REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That PROMODESIGN CO., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Coral Gables, County of Dade, State of Florida, has named GEORGE J. DeFabio, located at 2121 Ponce de Leon Blvd., Suite 430, Coral Gables, Florida, as its registered agent to accept service of process.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

By: *[Signature]*
GEORGE J. DeFABIO

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, and duly authorized in the State and County above named to take acknowledgements, personally appeared GEORGE J. DeFABIO, to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 26 day of May, 1995.

Sign: *[Signature]*
Print: Tamara E. Padilla
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



OFFICIAL SEAL
TAMARA E. PADILLA
My Commission Expires
Oct. 29, 1996
Comm. No. CC 234417

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