

P96000004947

Sydney J. Monda

3200 North Military Trail, Suite 210  
Boca Raton, Florida 33431

(407) 997-5880

January 10, 1996

FILED  
JAN 12 AM 11:45  
TALLAHASSEE, FLORIDA

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Avanti International, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced, together with a check made payable to your order in the amount of \$122.50. Kindly arrange to file the original Articles returning a certified copy to the undersigned.

Payment is to be applied as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	<u>\$122.50</u>

Should you require any additional information, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

  
Sydney J. Monda

Enclosures

ARTICLES OF INCORPORATION  
OF  
AVANTI INTERNATIONAL, INC.

FILED  
95 JAN 12 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: AVANTI INTERNATIONAL, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 660 Linton Boulevard, Delray Beach, Florida 33444.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.01 par value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Morris Favale  
660 Linton Boulevard  
Delray Beach, Florida 33444

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have two Directors initially.

ARTICLE VII

INITIAL DIRECTORS

The names and addresses of the initial Director of this Corporation are:

Morris Favale  
660 Linton Boulevard  
Delray Beach, Florida 33444

Rudolfo Favale  
660 Linton Boulevard  
Delray Beach, Florida 33444

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their

successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE VIII

##### INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Morris Favale and his address is 660 Linton Boulevard, Delray Beach, Florida 33444.

#### ARTICLE IX

##### INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida

Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

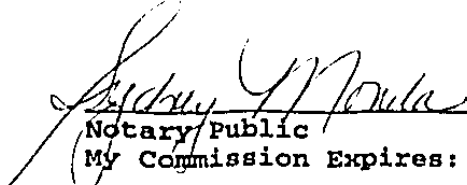
IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on December 30, 1995.

  
MORRIS FAVALE, Incorporator

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on December 30, 1995, by Morris Favale, as Incorporator. Mr. Favale is personally known to me and did take an oath.

(SEAL)

  
Notary Public  
My Commission Expires:

SYDNEY MONDA  
Notary Public, State of Florida  
My Comm. Expires Apr. 22, 1998  
No. 00359676  
Bonded Thru 10/1/98 Notary Seal

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

AVANTI INTERNATIONAL, INC., a Corporation existing under the laws of the State of Florida with its principal office at 660 Linton Boulevard, Delray Beach, Florida 33444, has named Morris Favale, whose address is 660 Linton Boulevard, Delray Beach, Florida 33444, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.

  
\_\_\_\_\_  
MORRIS FAVALE

FILED  
95 JAN 12 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA