

P9600001449  
KUBICKI DRAPER  
ATTORNEYS

PENTHOUSE, CITY NATIONAL BANK BUILDING  
25 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130  
305-374-1812  
FAX 374-7040

SUITE 1800  
ONE EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FLORIDA 33301  
954-700-0011  
FAX 700-0514

SUITE 1100, UNITED NATIONAL BANK TOWER  
1045 PALM BEACH LAKES BOULEVARD  
WEST PALM BEACH, FLORIDA 33401  
407-840-0303  
FAX 840-0524

LAURIE J. ADAMS  
JAMES T. ARMSTRONG  
ROBERT F. BOUCHARD  
J. BOWEN BROWN  
ROBERT B. BROWN, III  
SIDNEY C. CALLOWAY  
KARLEEN H. COTE  
ROBERT J. COUBINE  
ROLANDO A. DIAZ

SUZANNE A. DOCKERTY  
DANIEL DRAPER, JR.  
ANGELA C. FLOWERS  
JOSEPH J. KALBAC, JR.  
DAVID KNIGHT  
GENE KUBICKI  
ELWOOD T. LIPPINCOTT, JR.  
BRAD J. MCCORMICK  
HUBERT MCINLEY

LISA B. McMILLAN  
NICHOLAS G. MILANO  
DENNIS J. MURPHY  
PETER H. MURPHY  
CHARLES MUSTELL  
KENNETH M. OLIVER  
DAVID B. PAKULA  
JOHNS A. PERA  
ANTHONY L. PIETROFESA

MATTHEW N. POSOAY  
JANE C. RANKIN  
ANTONIO J. RODRIGUEZ  
ELIZABETH M. RODRIGUEZ  
COLLEEN RICCI ROSENBLUM  
RONALD L. ROTH  
MICHAEL J. ROTUNDO  
HAROLD A. SAUL  
STEPHEN W. SCHWED

CAROL A. SCOTT  
ROBERT N. SECHEN  
MICHAEL B. SMITH  
PETER J. VAN DYKE  
MARTIN VAN HAABSTEREN  
CHARLES H. WATKINS  
HAROLD WEST

AUDREY L. TALBUT - (RETIRED)  
J. FRANK BRADLEY - (1020-1000)

February 26, 1996

Florida Department of State  
Division of Corporations  
ATTN: Corporate Filings  
409 E. Gaines Street  
Tallahassee, FL 32399

400001727194  
-02/20/96--01100--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: EURO OCHIALLI INCORPORATED

Dear sir:

Enclosed please find the following:

1. Original Articles of Incorporation to be filed and a copy of same to be certified and returned to this office;
2. Our check in the amount of \$122.50 to cover the cost of the filing of the Articles and Designation of Registered Agent, certified copy of the filed Articles and a Good Standing Certificate.

Please file the enclosed and return the certified copy in the enclosed Federal Express envelope which has been prepaid. Please expedite.

Thank you for your prompt attention to this matter

Sincerely,

Jane C. Rankin

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
55 FEB 29 AM 9:07  
3496  
(Signature)

ARTICLES OF INCORPORATION  
OF  
EURO OCHIALLI INCORPORATED

53 FEB 23 1970  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

IDENTIFICATION

The name of the corporation is EURO OCHIALLI INCORPORATED and the principal office is located at: 7220 NW 36th Street, Suite 307 Miami, Fl. 33166

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence at the date of filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The capital stock of this corporation shall consist of (1000) shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. Shareholders shall have first right of refusal on all newly issued and reissued shares being sold. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and her address is as follows: Jane C. Rankin, Esq., KUBICKI DRAPER, One East Broward Boulevard, Suite 1600, Ft. Lauderdale, Florida 33301.

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 02-28-2001 BY SP-07

**ARTICLE VI**

**BOARD OF DIRECTORS**

1. The number of Directors of this corporation shall not be less than one (1) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have two (2) directors. Their names and addresses of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Anil Lal	7220 NW 36th Street, Suite 307 Miami, FL. 33166
Maribel Lal	7220 NW 36th Street, Suite 307 Miami, FL. 33166
Sergio Carnielli	7220 NW 36th Street, Suite 307 Miami, FL. 33166
Gerarous H. Luyten	7220 NW 36th Street, Suite 307 Miami, FL. 33166

**ARTICLE VII**

**INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is JANE C. RANKIN, ESQUIRE, c/o Kubicki Draper, One E. Broward Blvd., Suite 1600, Ft. Lauderdale, FL 33301.

## ARTICLES VIII

### ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors, from time to time, shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefore.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Broward County, Florida, for the uses and purposes aforesaid this 26 day of FEBRUARY, 1996.

  
\_\_\_\_\_  
JANE C. RANKIN, ESQUIRE

STATE OF FLORIDA     )  
COUNTY OF BROWARD   ) ss.:

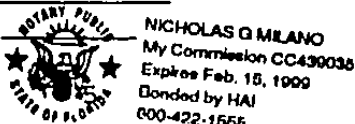
The foregoing instrument was acknowledged before me this 26 day of FEBRUARY, 1996, by JANE C. RANKIN, who is personally known to me.

NOTARY PUBLIC:

Sign: 

Print Name: NICHOLAS G. MILANO

Commission No.:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

EURO OCHIALLI INCORPORATED desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Fort Lauderdale, County of Broward, State of Florida, has named Jane C. Rankin, Esq., as its agent, whose address is KUBICKI DRAPER, One East Broward Blvd., Suite 1600, Fort Lauderdale, Florida, 33301, to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provisions of said Act relative to keeping open said office and I accept the obligations of Section 607.325 of the Florida Statutes.

  
\_\_\_\_\_  
JANE C. RANKIN, ESQUIRE

P960000/9449

DONNA M. Bonfiglio  
LAW OFFICES  
BECKER & POLIAKOFF, P.A.

3111 Stirling Road  
Ft. Lauderdale, Florida 33312-6525

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
97 SEP -8 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

100002287211--2  
-09/08/97--01117--002  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

O/D Resig  
VS SEP 16 1997



## RESIGNATION OF DIRECTOR

I, SERGIO CARNIELLI, hereby tender my resignation as director of EURO OCHIALLI  
INCORPORATED, a Florida corporation, effective as of July 1, 1997.

  
SERGIO CARNIELLI

FILED  
97 SEP -8 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

97648

P96000019449  
BECKER & POLIAKOFF, P.A.

Administrative Office:  
3111 Stirling Road  
Ft. Lauderdale, Florida 33312-6525

Mailing Address:  
P.O. Box 9057  
Ft. Lauderdale, Florida 33310-9057

Phone: (954) 987-7550 Fax: (954) 985-4176  
FL Toll Free: (800) 432-7712  
Internet: www.becker-poliakoff.com  
Email: bp@becker-poliakoff.com

FILED  
97 SEP -8 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Reply To:  
Direct Line  
(954) 985-4139

**Florida Offices**

Boca Raton\*  
Clearwater  
D. Myers  
Hollywood  
Melbourne\*  
Miami  
Naples  
Orlando  
Port Charlotte\*  
St. Petersburg  
Sarasota  
Tallahassee  
Tampa  
West Palm Beach

\* available for consultation  
by appointment only

**International Offices:**

Beijing,  
People's Republic  
of China  
Prague,  
Czech Republic  
Bern, Switzerland\*

September 4, 1997

Secretary of State  
Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

400002287204--1  
-09/08/97--01117--002  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

**Re: Euro Ochialli Incorporated--Resignation of Directors**

**Dear Sir/Madam:**

Enclosed please find the resignations for Gerardus Luyten and Sergio Carnielli as directors of Euro Ochialli Incorporated. I have also enclosed a check in the amount of \$70.00 as the required filing fee. Please send the acknowledgment to me in the enclosed self-addressed postage paid envelope.

If you have any questions, please call me at (954) 985-4139.

Sincerely,

  
Donna M. Bonfiglio  
Corporate Paralegal

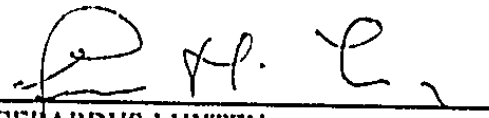
Enclosures

*O/P resig*

VS SEP 16 1997

**RESIGNATION OF DIRECTOR**

I, GERARDUS LUYTEN, hereby tender my resignation as director of  
OCHIALI INCORPORATED, a Florida corporation, effective as of July 1, 1997.

  
\_\_\_\_\_  
GERARDUS LUYTEN

97648

**FILED**  
97 SEP -8 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA