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P96000031623

SECRETARY OF STATE
DIVISION OF CORPORATIONS
04/15/06 01032-011
***122.50 ***122.50

Office Use Only

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

- 1.
 2. Note Please send completed
 3. Article once filed to
 4. Arleen Davis
- C/O La Scarpa International Inc
P.O. Box 170226
Hialeah FL 33017

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 18 AM 11:53

by
Status

NEW

(305) 669-5580

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Resignation of R.A., Officer/ Director
<input type="checkbox"/> Limited Liability	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Domestication	<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Other	<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

W96-7785
5/4/11

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JAN 11 1953
65 HRS 10

ARTICLES OF INCORPORATION

OF

LA SCARPA INTERNATIONAL INC.,

We hereby associate to form a stock corporation under the provisions of Chapter 607 of the laws of the State of Florida and to that end set forth the following:

ARTICLE I: NAME OF CORPORATION

The name of the Corporation is LA SCARPA INTERNATIONAL INC.,
555 N.E.15 Street Miami, FL 33134

ARTICLE II: PURPOSES OF THE CORPORATION

The purposes for which the Corporation is organized are:

A. To engage in any or all lawful business for which corporation may be incorporated under Florida's statutory corporation law or under any act amendatory thereof supplemental there to or in substitution therefore.

ARTICLE III: POWERS OF THE CORPORATION

In furtherance of the foregoing purposes of the Corporation, the Corporation shall have all the powers permitted such corporations under Florida law, specifically including the provisions of Section 607.11 of the Florida Statutes, subject to any restrictions and limitations provided these Articles of Incorporation, the Bylaws of the Corporation, and any applicable resolution of the Stockholders, or by law. The Corporation's powers shall include but not limited to the power:

A. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

B. To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation.

C. To pay compensation, or to pay additional compensation, to any or all directors, officers and employees on account of services previously rendered to the Corporation was made before such services were rendered.

D. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

E. To lend money for its corporate purposes, invest and reinvest its funds, and take hold real and personal property as security for the payment of funds so loaned or invested.

F. To indemnify and insure officers, directors, employees and agents.

ARTICLE IV: CAPITALIZATION

A. The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000), to consist of ONE (1) class only, the par value of such shares to be at ONE DOLLAR (\$1.00) per share.

B. The Board of Directors of Corporation is hereby empowered to authorize and direct the issuance from time to time of shares of this stock of any class, and/or securities convertible into stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors deem advisable, subject to such limitations, restrictions and procedures, if as may be set forth herein, in the Bylaws of the Corporation or by law.

C. The Board of Directors of the Corporation is hereby empowered to classify or reclassify unissued shares by fixing or altering in any respect before the issuance thereof, the other rights subject to such limitations, restrictions and procedures, if any, as may be set forth herein, in the Bylaws of the Corporation, or by law. In the event the Board of Directors shall make such classification or reclassification, Articles Of Amendment setting forth the terms of such classification or reclassification shall be executed on behalf of the Corporation in the manner as may be required either herein or by law.

ARTICLE V: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any authorized and unissued stock, but not treasury stock, of the Corporation of

the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rate share at the price at which it is offered to others.

account and to authorize others to sign such instruments on behalf of the Corporation.

B. Adoption of Section 1244 Stock Plan. The following resolution is adopted in order that the Corporation and purchasers of its Common Stock shall enjoy the tax treatment accorded by Section 1244 of Internal Revenue Code:

RESOLVED

WHEREAS, Section 1244 of Internal Revenue Code and the regulations issued thereunder require that common stock of a corporation be issued pursuant to a written plan adopted by the corporation after June 30, 1958, which plan must offer only such common stock during a period specified in the plan ending not later than two years after the plan is adopted, and

WHEREAS, Section 1244 and the regulations issued thereunder further require that the plan must specifically state, in terms of dollars, the maximum amount to be received by the corporation in consideration of the stock to be issued pursuant thereto and that such stock must be issued only for money or property (other than stock or securities), and

WHEREAS, this corporation qualifies as a small business corporation as defined in Section 1244, and there is not unissued any portion of a prior offering of any of this Corporation's stock, and

WHEREAS, pursuant to the requirements of Section 1244 and the regulations issued thereunder the following plan has been submitted to the corporation by the board of directors of their corporation.

PLAN TO ISSUE SECTION STOCK

(a) The plan as hereunder set fourth shall , upon its adoption by the board of directors of the corporation, become effective and shall terminate not later than two years thereafter, or at such earlier time as the corporation makes a subsequent offering of any stock.

(b) Any modification of this plan made by the board of directors or its authorized representatives shall be ineffective except as to cause the premature termination of the plan.

(c) No more than 1,000 shares of common stock, are authorized to be issued under this plan, such stock to have a paravalue of \$1.00 per share. The stock may be issued only during the life of the plan, and no other stock offering of any nature may be issued during this period.

(d) Stock authorized under this plan shall be issued only in exchanged for money, or property susceptible to monetary Evaluation other than capital stock, securities or services rendered or to be rendered. The aggregate dollar amount to be received for such stock shall not exceed \$500,000, and the sum of

such aggregate dollar amount and the equity capital of the corporation (determined on the date of adoption of the plan) shall not exceed \$1,000,000.

(e) Any stock options granted during the life of this plan which apply to the stock issuable hereunder shall apply solely to no other and must be exercised within the period in which the plan is effective.

(f) Such other action as may be necessary shall be taken by the corporation to qualify the stock to be offered and issued under this plan as "Section 1244 Stock", as such term is defined in the Internal Revenue Code and the regulations issued thereunder.

NOW, THEREFORE, the foregoing plan to issue Section 1244 Stock is adopted by the Corporation and the appropriate officers of the corporation are authorized and directed to take all actions deemed by them necessary to carry out the intent and purpose of the recited plan.

9. Sub-Chapter S Election. The Corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372 of the Internal Revenue Code of 1954, as amended, and, in connection therewith, the proper officers of the Corporation be and they are hereby authorized and directed to evidence such election by completing and filing form 2553 of the United States Treasury Department, Internal Revenue Service, with such agency, provided such action is deemed beneficial by the officers of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Consent on the 18th day of March, 1996.


Dimitrios Karagounis, President



ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 555 N.E. 15 Street Miami, FL 33134 and the name of the initial registered agent at such address is Dimitrios Karagounis.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation shall be ONE (1). The names and address of the Directors who shall act until their first meeting as Directors or until their successors are duly chosen and qualified are:

NAME -----	ADDRESS -----
Dimitrios Karagounis	555 N.E. 15 Street Ste 508 MIAMI, FL 33134

Directors of the Corporation may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one (1). The manner in which Directors shall be chosen and removed from office, their qualifications, powers compensation, if any, tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meeting of the Board of Directors shall be as stated in the Bylaws.

ARTICLE VIII: AMENDMENT OF ARTICLE OF INCORPORATION

The provisions below shall govern amendment of the Articles of Incorporation.

A. These Articles of Incorporation may be amended from time to time in any or as many respects as may be desired, provided the amendment contains only such provision as might be lawfully contained in any original articles of incorporation at the time of making such amendment.

B. Any proposed amendment to these Articles of Incorporation shall be adopted upon receiving the affirmative vote of more than two-thirds of the shares entitled to vote thereon; however, in the event any class or series of shares is entitled to vote thereon as class, the proposed amendment shall be adopted only upon receiving the affirmative vote of the holders of more than two-thirds of the shares of each class or series of shares entitled to vote thereon as a class and of the

total shares entitled to vote thereon. Provided, however, that if no shares have been issued, the amendment shall be adopted by resolution of the Board of Directors.

C. The procedure for amending these Articles of Incorporation shall be as follows:

1. The Board of Directors shall adopted a resolution setting forth the proposed amendment and finding that it is in the best interest of the Corporation, and if shares have been issued, directing that it be submitted to the vote at a meeting of stockholders, which may be either an annual or a special meeting. If no shares have been issued, the amendment shall be adopted by resolution of the Board of Directors.

2. Notice accompanied by a copy of proposed amendment shall be given to each stockholder of record entitled to vote thereon within the time and in the manner provided in the Bylaws for giving of notice of such meeting of stockholders.

3. At such meeting a vote of stockholders entitled to vote thereon shall be taken on the proposed amendment.

ARTICLE IX: BYLAWS

The power to adopt, alter amend or repeal Bylaws shall be vested solely in the shareholders.

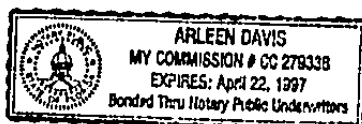
ARTICLE X: DURATION OF THE CORPORATION

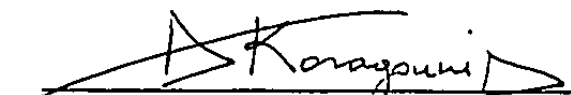
The duration of this Corporation shall be perpetual.

ARTICLE XI: INCORPORATOR

The name and address of the person signing these Articles is: Dimitrios Karagounis 555 N.E. 15 Street Ste 508 Miami Fla 33134.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 28th day of March, 1996, and acknowledge the same to be my act.




Dimitrios Karagounis INCORPORATOR

CERTIFICATE DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRET FILED
DIVISION OF REVENUE
APR 10 1996

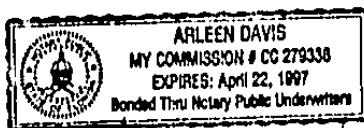
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: LA SCARPA INTERNATIONAL INC.,
2. LA SCARPA INTERNATIONAL INC.,, desiring under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 555 N.E. 15 STREET STE 508, Miami, Florida 33134, City of Miami, County of Dade, State of Florida.
3. The name and address of the registered agent and office is:

Dimitrios Karagounis

555 N.E. 15 Street Ste 508

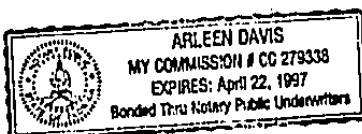
Miami, Florida 33134



Notarized before me This 8th Day of April 1996.

SIGNATURE *D Karagounis*
TITLE Registered Agent
DATE 4/8/96

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.



SIGNATURE *D Karagounis*
DATE 4/8/96

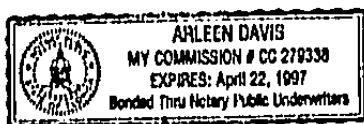
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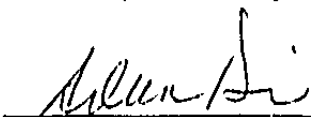
REGISTERED AGENT FILING FEE: \$35.00

State of Florida)
) SS:
County of Dade)

I hereby certify that on March 28, 1996, before me, the subscriber, a Notary of the State of Florida, in and for the State of Florida, in and for the County of Dade, personally appeared Dimitrios Karagounis and acknowledge the foregoing Articles of Incorporation to be his act.

Witness my hand and notarial seal, the day and year last above shown.





Notary Public

My Commission Expires:

(notarial seal)