

05/29/96 WHI 1 FAX 3053589400

MWIL A M

0001

Fla Ed Service Special Terminal Emulation 0:02:03
Capture Buffer

DEPARTMENT OF STATE 25 SE 2ND AVE
STATE OF FLORIDA SUITE 900
409 EAST GAINES STREET MIAMI FL 33131- 302-4610
TALLAHASSEE, FL 32399 CONTACT: NIURKA ALONSO
FAX: (904) 922-4000 PHONE: (305) 358-5900
FAX: (305) 358-9490
(((H96000007521))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TAORMINA USA, INC.
FAX AUDIT NUMBER: H96000007521 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/29/1996 TIME REQUESTED: 12:41:15
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 076150002103
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H96000007521)))
** ENTER <CR> TO RETURN TO THE DOCUMENT LIST, ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

F1=Help F3=Done Editing Ctrl-U=Undo Esc=Cancel

FILED
96 MAY 29 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 MAY 29 PM 2:25

RECEIVED

FAX AUDIT NUMBER:
H96000007521

ARTICLES OF INCORPORATION

OF

TAORMINA USA, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is TAORMINA USA, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of

PREPARED BY:

Rene V. Murai, Esquire
Murai Wald Biondo & Moreno, P.A.
900 Ingraham Building
25 Southeast Second Avenue
Miami, Florida 33131
(305) 358-5900; Florida Bar No. 122154

FAX AUDIT NUMBER:
H96000007521

FAX AUDIT NUMBER:
H96000007521

common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial registered office of the corporation in the State of Florida is 25 S.E. 2nd Ave., Suite 900, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Murai, Wald, Biondo & Moreno, P.A. The Principal Office and/or mailing address will be the same as the Registered office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

FAX AUDIT NUMBER:
H96000007521

FAX AUDIT NUMBER:
H96000007521

The name and street address of the initial director is:

Giovanni C. Cannavo
c/o Murai, Wald, Biondo & Moreno, P.A.
25 S.E. 2nd Ave., #900
Miami, Florida 33131

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of
Incorporation is:

Murai, Wald, Biondo & Moreno, P.A.
25 S.E. 2nd Ave. #900
Miami, Florida 33131

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be
vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted
by law, any officer, director, employee or agent of the
corporation, or any former officer, director, employee or agent of
the corporation, or any person who at the request of the
corporation is or was serving as a director, officer, employee or

FAX AUDIT NUMBER:
H96000007521

FAX AUDIT NUMBER:
H96000007521

agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of May, 1996.

Murai, Wald, Biondo & Moreno, P.A.

By: [Signature]
Rene V. Murai, President
Incorporator

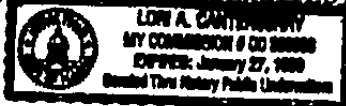
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 29th day of May, 1996 by RENE V. MURAI as President of Murai, Wald, Biondo & Moreno, P.A., the Incorporator of TAORMINA USA, INC., who is ☒ personally known to me or ☐ has produced n/a as identification.

NOTARY PUBLIC

[Signature]
Print Name: Lori A. Carterberry

My Commission Expires:

FAX AUDIT NUMBER:
H96000007521

FAX AUDIT NUMBER:
H96000007521CERTIFICATE OF REGISTERED AGENT

OF

TAORMINA USA, INC.

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

That TAORMINA USA, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 25 S.E. 2nd Ave., Suite 900, Miami, Florida 33131, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

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

Dated this 29th day of May, 1996.

Murai, Wald, Biondo & Moreno, P.A.

By: 

Rene V. Murai, President

G:\RVM\TAORMINA.ART

FILED
96 MAY 29 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDAFAX AUDIT NUMBER:
H96000007521