

A LOCAL OFFICE

1201 HAYS STREET  
TALLAHASSEE, FL 32301-1607

800-342-8086

A NATIONAL NETWORK  
To Serve You

1-222-0333 FAX



P96000080821

ACCOUNT NO. : 072100000032

REFERENCE : 102894 85437A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 30, 1996

ORDER TIME : 9:55 AM

ORDER NO. : 102894

EFFECTIVE DATE  
9.27.96

CUSTOMER NO: 85437A

400001959784  
-09/30/96--01039--024  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Ms. Marieta G. Pidermann  
SMITH & SUPRASKI, P.A.

Suite 760, Biscayne Centre  
11900 Biscayne Boulevard  
Miami, FL 33181

DOMESTIC FILING

NAME: VIA ROMA FASHION, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
95 SEP 30 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 SEP 30 AM 11:27  
DIVISION OF CORPORATION

KR  
9.30.96

EFFECTIVE DATE  
9-27-96

**ARTICLES OF INCORPORATION  
OF  
VIA ROMA FASHION, INC.**

FILED  
96 SEP 30 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this corporation is: VIA ROMA FASHION, INC. The principal place of business of this corporation shall be at 18430 Collins Avenue, Miami Beach, Florida 33160.

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

**ARTICLE IV  
CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

**ARTICLE V**  
**VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI**  
**DURATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE VII**  
**DIRECTORS**

The number of directors of the corporation shall not be less than two or more than ten, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

**NAME**

Vladimir Feldman

**ADDRESS**

18430 Collins Avenue  
Miami Beach, Florida 33160

**ARTICLE VIII**  
**OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Vladimir Feldman President and Secretary	18430 Collins Avenue Miami Beach, Florida 33160

**ARTICLE IX**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X**  
**TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI**  
**INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is VLADIMIR  
FELDMAN, 18430 Collins Avenue, Miami Beach, Florida 33160.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Vladimir Feldman	18430 Collins Avenue Miami Beach, Florida 33160

**ARTICLE XIII**  
**INDEMNIFICATION**

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by them in connection with or resulting from any claim, action, suit or proceeding, in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer or employee of the corporation, whether or not they continue to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 27 day of September 1996.

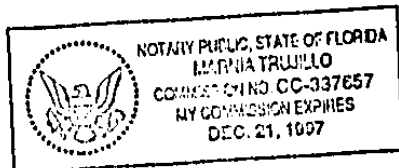
  
VLADIMIR FELDMAN  
SUBSCRIBER

STATE OF FLORIDA       )  
                                  )ss:  
COUNTY OF DADE       )

BEFORE ME, the undersigned Notary Public, personally appeared VLADIMIR FELDMAN, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that they made and subscribed the same for the purpose therein mentioned and set forth.

IT WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 27 day of September, 1996.

My Commission Expires:



  
Notary Public, State of Florida

Marnia Trujillo  
Print Name of Notary Public

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

---

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST -- THAT VIA ROMA FASHION, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS LOCATED AT 18430 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33160,  
HEREBY NAMES VLADIMIR FELDMAN AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA.

  
VLADIMIR FELDMAN

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
VLADIMIR FELDMAN  
REGISTERED AGENT  
DATED: September 27, 1996

FILED  
96 SEP 30 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA