

P96000089157

10/29/96

FLORIDA DIVISION OF CORPORATIONS
ELECTRONIC FILING SYSTEM

2:41 PM

((H96000015235 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BELLA NOTTE, INC.

AUDIT NUMBER.....H96000015235

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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FEB 23 1997
TALLAHASSEE, FLORIDA

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96 OCT 29 PM 3:17
STATE
TALLAHASSEE, FLORIDA

596-49951
10/29/96

OCT-29-1996 15:13

EMPIRE CORPORATE KIT
ARTICLES OF INCORPORATION

P.18/23

OF

BELLA NOTTE, INC.

⑦
H96000015235

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

BELLA NOTTE, INC.

The mailing address for the Corporation is:

1100 Ponce de Leon Blvd., Coral Gables, FL 33134

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

FILED
96 OCT 29 PM 5:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS INSTRUMENT PREPARED BY:
MAYNARD J. HELLMAN, ESQUIRE
FLORIDA BAR NO. 137411
1100 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33134
(305) 448-8282

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ARTICLE IIIDURATION OF CORPORATION

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

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE VINITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VISUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
MAYNARD J. HELLMAN	1100 PONCE DE LEON BLVD. CORAL GABLES, FL 33134	100

ARTICLE VIIDIRECTORS

The initial number of Directors of this corporation shall be

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one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

NAME

ADDRESS

Piero Filpi

6450 Allison Road
Miami Beach, Florida 33141

ARTICLE IX

VOTING RIGHTS

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

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ARTICLE XPREEMPTIVE 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

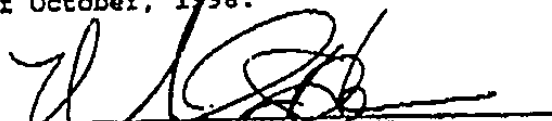
ARTICLE XIINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is MAYNARD J. HELLMAN.

ARTICLE XIIINDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this 29 day of October, 1996.


MAYNARD J. HELLMAN

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared

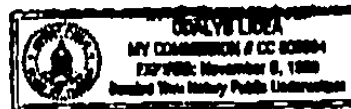
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MAYNARD J. HELLMAN, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 29 day of October, 1996.

Odaly Lora
Notary Public, State of
Florida at Large

My Commission Expires:



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BELLA NOTTE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
_____ MAY BE SERVED _____

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

FIRST, THAT BELLA NOTTE, INC. IS DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS
NAMED MAYNARD J. HELLMAN, ESQUIRE, AT 1100 PONCE DE LEON
BOULEVARD, CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

Signature: _____

MAYNARD J. HELLMAN

Title: SubscriberDate: 10/29/96

Having been named to accept services 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.

Signature: _____

MAYNARD J. HELLMAN

(Registered Agent)

Date: 10/29/96

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THE UNITED STATES
CORPORATION
COMPANY

P 96000089157

ACCOUNT NO. : 072100000032

REFERENCE : 244110 82917A

AUTHORIZATION : Patricia Pizot

COST LIMIT : \$ 43.75

FILED
97 JAN 31 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 31, 1997

ORDER TIME : 10:44 AM

ORDER NO. : 244110-005

CUSTOMER NO: 82917A

CUSTOMER: Ms. Evelyn Rodriguze
Hellman & Maas
1100 Ponce De Leon Boulevard

Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: BELLA NOTTE, INC.

ENGLISH TRANSLATION: GOOD NIGHT, INC.

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

RECEIVED
97 JAN 31 PM 12:06
DIVISION OF CORPORATION

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: *[Handwritten initials]*

[Handwritten signatures and initials]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 31, 1997

CSC
DEBORAH SCHRODER
TALLAHASSEE, FL

SUBJECT: BELLA NOTTE, INC.
Ref. Number: P96000089157

RESUBMIT
Please give original
submission date as file date

We have received your document for BELLA NOTTE, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 697A00005239

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97 FEB -4 PM 4:13
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
BELLA NOTTE, INC,**

THE UNDERSIGNED, President and Secretary of BELLA NOTTE, INC., certifies that the following Amendments to the Articles of Incorporation of BELLA NOTTE, INC., have been adopted and unanimously approved by the Board of Directors and Shareholders of the above-named corporation:

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be changed to:

BUONA NOTTE, INC.

IN WITNESS WHEREOF, the undersigned does hereunto place his hand and seal as the President and Secretary of the Corporation, this 28th day of January, 1997. The Date of adoption by the Board of Directors was the 28th of January, 1997.

PRESIDENT:

PIERO FILPI

SECRETARY:

PIERO FILPI

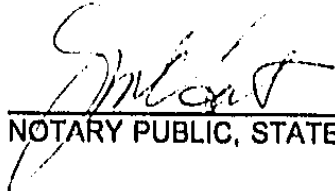
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared PIERO FILPI, President and Secretary of BELLA NOTTE, INC., to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same, and who has produced a driver's

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ilconso for Identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this
28th day of January, 1997.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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