

P97000008577

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500002073195--1
-01/30/97--01001--007
*****78.75 *****78.75

SUBJECT: ALESSANDRA V. BORNIA, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

FABIAN P. BANUS

Name (printed or typed)

524 OCEAN DR. APT. 304

Address

MIAMI BEACH, FL 33139

City, State & Zip

(305) 794-4653

Daytime Telephone number

FILED
97 JAN 28 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

ALESSANDRA V. BORNIA INC.

ARTICLE I

NAME

THE NAME OF THIS CORPORATION IS ALESSANDRA V. BORNIA INC.

ARTICLE II

NATURE OF BUSINESS

THIS CORPORATION IS BEING FORMED FOR THE FOLLOWING PURPOSES:

TO CONDUCT ANY AND ALL BUSINESS ACTIVITIES PERMITTED BY THE LAWS OF THE STATE OF FLORIDA.

TO GENERALLY HAVE AND EXERCISE ALL POWERS, RIGHTS AND PRIVILEGES NECESSARY AND INCIDENT TO CARRYING OUT PROPERLY THE OBJECTS HEREIN MENTIONED.

TO CARRY ON ANY OTHER LAWFUL BUSINESS AND TO DO ANY AND EVERYTHING NECESSARY, SUITABLE, CONVENIENT OR PROPER FOR THE ACCOMPLISHMENT OF ANY OF THE PURPOSES OR THE ATTAINMENT OF ANY OR ALL OF THE OBJECTS HEREIN BEFORE ENUMERATED OR INCIDENTAL TO THE PURPOSES AND POWERS HEREIN NAMED OR FOR THE ENHANCEMENT OF THE VALUE OF THE PROPERTY OF THE CORPORATION OR WHICH AT ANY TIME APPEAR CONDUCIVE THERETO OR EXPEDIENT.

ARTICLE III

TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA. THE DATE ON WHICH CORPORATE EXISTENCE SHALL BEGIN IS THE DATE ON WHICH THESE ARTICLES OF INCORPORATION ARE FILED WITH THE SECRETARY OF STATES OF THE STATE OF FLORIDA.

ARTICLE IV

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE OF THE CORPORATION IS 4896 NW 7 ST., MIAMI, FLORIDA 33126, AND THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION IS: FABIAN P. BANUS, 524 OCEAN DR. APT. 304, MIAMI BEACH, FLORIDA 33139.

FILED

97 JAN 28 AM 11:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE THREE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1).

THE NAMES AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS:

- 1) FABIAN P. BANUS
534 OCEAN DR. APT. 304
MIAMI BEACH, FLORIDA, 33139

ARTICLE VII

CLASSES OF DIRECTORS

THE BY-LAWS OF THIS CORPORATION MAY PROVIDE THAT THE DIRECTORS BE DIVIDED INTO TWO OR MORE CLASSES WHOSE TERMS OF OFFICE SHALL RESPECTIVELY EXPIRE AT DIFFERENT TIMES, PROVIDED THAT NO SUCH TERM SHALL CONTINUE LONGER THAN THREE (3) YEARS AND PROVIDED FURTHER THAT AT LEAST ONE FOURTH (1/4) IN NUMBER OF THE DIRECTORS SHALL BE ELECTED ANNUALLY.

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENTS HERETO AND ANY RIGHT CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION. FURTHER, THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE IX

POWERS

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

ARTICLE X

DIVIDENDS

DIVIDENDS PAYABLE IN SHARES OF ANY CLASS MAY BE PAID TO THE HOLDERS OF SHARES OF ANY OTHER CLASS.

ARTICLE XI

INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY AND ALL OF ITS DIRECTORS, OFFICERS, EMPLOYEES OR AGENTS OR FORMER DIRECTORS, OFFICERS, EMPLOYEES, OR AGENTS OR ANY PERSON OR PERSONS WHO MAY HAVE SERVED AT ITS REQUEST, AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF ANOTHER CORPORATION PARTNERSHIP, JOINT VENTURE, TRUST OR OTHER ENTERPRISE IN WHICH IT OWNS SHARES OF CAPITAL STOCK OR OF WHICH IT IS A CREDITOR, TO THE FULL EXTENT PERMITTED BY LAW. SAID INDEMNIFICATION SHALL INCLUDE BUT NOT LIMITED TO, THE EXPENSES, INCLUDING THE COSTS OF ANY JUDGMENTS, FINES, SETTLEMENTS, INCLUDING THE COSTS OF ANY JUDGEMENTS, FINES, SETTLEMENTS, AND COUNSEL'S FEES, ACTUALLY AND NECESSARILY PAID OR INCURRED IN CONNECTION WITH ANY ACTION, SUIT OR PROCEEDING WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE, OR INVESTIGATIVE, AND ANY APPEALS THEREOF TO WHICH ANY SUCH PERSON OR HIS LEGAL REPRESENTATIVE MAY BE MADE A PARTY, OR MAY BE THREATENED TO BE MADE A PARTY BY REASON OF HIS BEING OR HAVING BEING A DIRECTOR, OFFICER, EMPLOYEE OR AGENT AS HEREIN PROVIDED.

THE FOREGOING RIGHT OF INDEMNIFICATION SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHT TO WHICH ANY DIRECTOR, OFFICER, EMPLOYEE OR AGENT MAY BE ENTITLED AS A MATTER OF LAW OR WHICH HE MAY BE LAWFULLY GRANTED.

ARTICLE XII

INCORPORATOR


THE NAME AND ARTICLE OF THE PERSON SIGNING THESE ARTICLES IS:

FABIAN PEDRO BANUS
534 OCEAN DR. APT. 304
MIAMI BEACH, FLORIDA 33139

=====

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAVE EXECUTED THESE ARTICLES OF INCORPORATION.

DATED: JANUARY 23RD., 1997



FABIAN P. BANUS

COUNTY OF DADE }
STATE OF FLORIDA } SS.

166277

I, HARVEY RUVIN, Clerk of the Circuit Court of the Eleventh Judicial Circuit in and for the County of Dade, and State of Florida, the same being a Court of Record of the aforesaid County and State, having by law a seal, DO HEREBY CERTIFY

that Angela Ruiz
by whom the foregoing acknowledgment or proof was taken, and whose name is subscribed thereto, was at the time of taking the same, a Notary Public residing in said County, duly commissioned and sworn and authorized by the laws of said State, to take the acknowledgment or proof of deeds and other instruments in writing to be recorded in said State, and to administer oaths or

affirmations in said County; that I have compared the signature of such Notary Public with a specimen of his signature in my office, and verily believe that the signature to the foregoing original Certificate is genuine.

I FURTHER CERTIFY, that I have compared the impression or rubber stamp of the seal affixed thereto with a specimen impression or rubber stamp thereof on file in my office, and I verily believe the impression of such seal upon the original Certificate to be genuine.

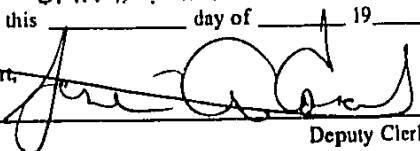
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this

day of 19

HARVEY RUVIN

Clerk Circuit Court,

By

JAN 23 1997

Deputy Clerk

CERTIFICATE DESIGNATING REGISTERED AGENT

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
IN COMPLIANCE WITH THIS ACT.

THAT ALESSANDRA V. BORNIA, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE
STATE OF FLORIDA WITH ITS INITIAL REGISTERED OFFICE, AS INDICATED IN THE CERTIFICATE OF
INCORPORATION, AT THE CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED
FABIAN PEDRO BANUS, LOCATED AT 534 OCEAN DR. APT. 304, MIAMI BEACH, FLORIDA 33139, AS
ITS AGENT 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 AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING
OPEN SAID OFFICE.

REGISTERED AGENT

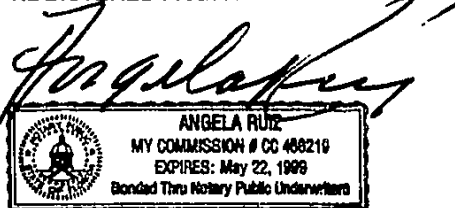
FABIAN BANUS

PASSPORT NO: 13.587.402

SWORN TO AND SIGNED BEFORE ME ON JANUARY 23RD., 1997.

NOTARY PUBLIC

REGISTERED AGENT



COUNTY OF DADE } SS.
STATE OF FLORIDA }

166279

I, HARVEY RUVIN, Clerk of the Circuit Court of the Eleventh Judicial Circuit in and for the County of Dade, and State of
Florida, the same being a Court of Record of the aforesaid County and State, having by law a seal, DO HEREBY CERTIFY
that Angela Ruiz

by whom the foregoing acknowledgment or proof was taken, and whose name is subscribed thereto, was at the time of taking the
same, a Notary Public residing in said County, duly commissioned and sworn and authorized by the laws of said State, to take the
acknowledgment or proof of deeds and other instruments in writing to be recorded in said State, and to administer oaths or

affirmations in said County, that I have compared the signature of such Notary Public with a specimen of her
signature on file in my office, and verily believe that the signature to the foregoing original Certificate is genuine.

I FURTHER CERTIFY that I have compared the impression or rubber stamp of the seal affixed thereto with a specimen impres-
sion or rubber stamp thereof on file in my office, and I verily believe the impression of such seal upon the original Certificate to be
genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this

HARVEY RUVIN
Clerk Circuit Court.

By

Deputy Clerk