



ACCOUNT NO. : 072100000032

REFERENCE : 822380 131879A

AUTHORIZATION :

COST LIMIT : \$ 70.00 *Patricia P...*

ORDER DATE : May 18, 1998

ORDER TIME : 11:10 AM

300002527063--5

ORDER NO. : 822380-025

CUSTOMER NO: 131879A

CUSTOMER: Ms. Marla Devitt  
IGNACIO G. ZULUETA, P.A.

6255 Bird Road

Miami, FL 33155

DOMESTIC FILING

NAME: ROBBY OF SWITZERLAND, CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

*2546  
W98-11292*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 18 AM 8:36

RECEIVED  
DIVISION OF CORPORATIONS  
98 MAY 18 PM 1:18  
*5/27/98*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 18 AM 8:36

May 18, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: ROBBY OF SWITZERLAND, CORP.  
Ref. Number: W98000011292

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for ROBBY OF SWITZERLAND, CORP. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 398A00027662

RECEIVED  
98 MAY 26 PM 4:09  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
98 MAY 18 AM 8:36

**CORPORATE AFFIDAVIT**

STATE OF FLORIDA     )  
                                  SS.  
COUNTY OF DADE     )

Before me, the undersigned authority, personally appeared Alina Orriols, ("Affiant") sole Director of Robby of Switzerland, Inc., a Florida corporation ("Corporation"), who, being duly sworn upon oath, deposes and says that:

1. Affiant is authorized to make this Affidavit on behalf of the Corporation is Director of the Corporation.
2. The Corporation filed articles of dissolution on March 13, 1998.
3. The effective date of the filing of the articles of dissolution dates /back to on or about January 2, 1998.
4. Notwithstanding the foregoing, because the filing of the articles of dissolution did not take place until March 13, 1998, and because Robby of Switzerland, Corp., a Florida corporation, ("New Corporation") intends to file articles of incorporation with the Secretary of State of the State of Florida, the undersigned affiant has agreed to execute and file this affidavit with the Secretary of State of the State of Florida, attesting to the fact that the Corporation (i.e. Robby of Switzerland, Inc., a dissolved Florida corporation), hereby authorizes Robby of Switzerland, Corp., a Florida corporation, to file articles of incorporation with the Secretary of State of the State of Florida, and that the Corporation will not file articles of revocation of the articles of dissolution.

FURTHER AFFIANT SAYETH NAUGHT.

Dated this 19<sup>th</sup> day of May, 1998.

By:

Alina Orriols  
Name: Alina Orriols

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of May, 1998 by Alina Orriols who is personally known to me, and known to be the person described in and who executed the foregoing instrument as an officer of said Corporation, and she acknowledged the execution thereof to be the Corporation's free act and deed, and she did not take an oath.

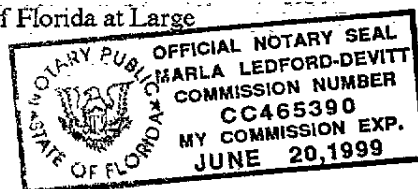
NOTARY PUBLIC

Sign:

Print Name:

My commission expires:

State of Florida at Large



ARTICLES OF INCORPORATION  
OF

ROBBY OF SWITZERLAND, CORP., a Florida Corporation

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 18 AM 8:36

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I  
NAME and PRINCIPAL OFFICE

The name of this corporation shall be ROBBY OF SWITZERLAND, CORP., a Florida Corporation, and the principal place of business of this corporation shall be P.O. BOX 562438, Miami, Florida 33256.

ARTICLE II  
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III  
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV  
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par.

Fractional shares need not be issued on account of this provision.

ARTICLE V  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be at 6255 Bird Road, Miami, Florida 33155, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Ignacio G. Zulueta.

ARTICLE VI  
INITIAL DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The name and address of the initial director of the corporation, who shall hold office for the first year or until his successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Alina Orriols	P.O. BOX 562438 Miami, Florida 33256

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator is Ignacio G. Zulueta, at 6255 Bird Road, Miami, Florida 33155.

ARTICLE VIII  
DIRECTOR CONFLICT OF INTEREST

A. Self dealing with the corporation: No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

B. Dealing with other companies, persons or entities: Without incurring any liability to the corporation or any of its shareholders, any director, officer or shareholder of this corporation may be an officer, director, shareholder or partner of any other entity or transact any business whatsoever with any other entity even where said other entity is in direct or indirect competition

with this corporation. Furthermore, there shall be no obligation to disclose any such transaction or business arrangement to this corporation.

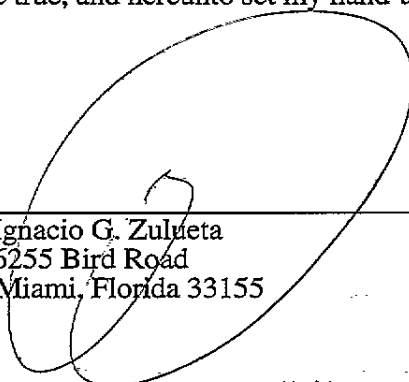
ARTICLE IX  
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X  
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 15 day of May, 1998.



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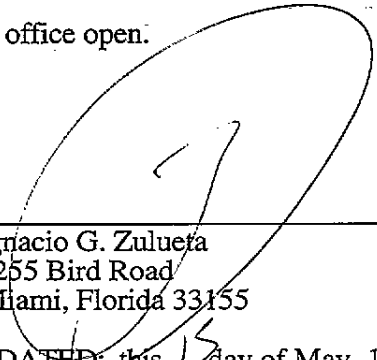
Ignacio G. Zulueta  
6255 Bird Road  
Miami, Florida 33155

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 the laws of the State of Florida, the following is submitted: ROBBY OF SWITZERLAND, CORP., a Florida Corporation, desiring to organize or qualify under the laws of the State of Florida, with its registered office at 6255 Bird Road, Miami, Florida 33155, in the County of Dade, State of Florida, has named Ignacio G. Zulueta, at 6255 Bird Road, Miami, Florida 33155, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
Ignacio G. Zulueta  
6255 Bird Road  
Miami, Florida 33155

DATED: this 15 day of May, 1998.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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