

Charter Number Only

**970097388**

VALIDATION ONLY

Michael Cholobel

Requestor's Name

1925 Brickell Ave. #D-207

Address

Miami, FL 33131

City

State

ZIP

Phone

(305) 285-3144

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

FILA CHEMICAL USA CORP.

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NOV 19 9 51 AM '98  
DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reservation	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Call If Problem	<input type="checkbox"/> Mail Out	

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

**CERTIFIED COPY**  
598A-55626

**Empire** Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION**  
**OF**  
**FILA CHEMICALS U.S.A., CORP.**

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**ARTICLE I**  
**NAME**

The name of this Corporation is FILA CHEMICALS U.S.A., CORP.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is: 1925 Brickell Avenue, Ste. D-207, Miami, Florida 33129.

**ARTICLE III**  
**NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything 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 hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE IV  
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 State of the State of Florida.

ARTICLE V  
CAPITAL STOCK

This Corporation is authorized to issue, 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares." The holders of the Common Shares shall have voting rights of one vote per share, except as otherwise provided by applicable law, or unless such shares shall be issued by the Corporation as Nonvoting Common Shares.

ARTICLE VI  
PREEMPTIVE RIGHTS

Every shareholder of Common Shares, upon the sale for cash of any new stock of the 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 many be done without issuance of fractional shares) at the price at which such new stock is offered to others.

ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1925 BRICKELL AVENUE, STE. D-207, MIAMI, FLORIDA 33129, and the name of the initial registered agent of this Corporation at that address is MICHAEL CHOLOBEL. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-laws. The name and address of the initial director of this corporation is as follows:

<u>Name</u>	<u>Address</u>
BENIAMINO PETTENON	Via Garibaldi 32 I-35018 S. Martino di Lupari Padua, Italy

ARTICLE IX  
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE X  
VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation, unless otherwise herein provided.

ARTICLE XI  
CLASSES OF DIRECTORS

The By-laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

ARTICLE XII  
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

These Articles of Incorporation may only be amended by a two thirds vote of the shareholders. The Board of Directors shall adopt By-laws for the Corporation. The By-laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-laws.

ARTICLE XIII  
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE XIV  
DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XV  
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 to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, 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 been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XVI  
INCORPORATOR

The name and address of the incorporator signing these Articles is:

BENIAMINO PETTENON  
Address: Via Garibaldi 32  
I-35018, Padua, Italy

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 16<sup>th</sup> day of November, 1998.

  
BENIAMINO PETTENON

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the register office/registered agent, in the state of Florida.

1. The name of the Corporation is Fila Chemicals U.S.A., Corp.
2. The name and address of the registered agent is as follows:


MICHEL CHOLOBEL, ESQ.  
1925 BRICKELL AVENUE, STE. D-207  
MIAMI, FL 33129

Nov 16<sup>th</sup>, 1998  
Date

  
BENIAMINO PETTENON, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF THIS PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

NOV 16<sup>th</sup>, 1998  
Date

  
MICHAEL CHOLOBEL, ESQ.  
Registered Agent

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