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Requester's Name

McGhee & Associates
10800 Biscayne Boulevard
Suite 950
Miami, Florida 33161

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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99 JAN 19 AM 8:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK JAN 25 1999

Examiner's Initials

ARTICLES OF INCORPORATION
OF
Carbone Design USA, Inc.

The undersigned incorporator/subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a for profit corporation organized under the laws of the State of Florida.

Article I. Name

The name of the corporation shall be Carbone Design USA, Inc. The initial principal place of business and the mailing address of this corporation shall be 12555 Biscayne Blvd., Suite 872, Miami, Florida 33181-2522.

Article II. Term of Existence

This corporation shall be deemed to have a perpetual existence and shall further be deemed to have commenced its corporate existence on the date of the filing of these Articles of Incorporation.

Article III. Nature of Business

This corporation may engage or transact in any, or all lawful activities, trades or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation, in which it is authorized to do business.

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Article IV. Capital Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$.01 per share.

Article V. Preemptive Rights

The corporation elects to have preemptive rights pursuant to the Florida Statutes, as amended from time to time.

Article VI. Indemnification

The corporation shall indemnify each officer and director, including former officers and directors to the full extent allowed by law.

Article VII. Registered Agent

The street address of the initial registered agent of the corporation shall be 10800 Biscayne Blvd., Suite 950, Miami, FL 33161 and the name of the initial registered agent of the corporation at that address is Marc Anthony Douthit, Esquire.

Article VIII. Directors and Officers

There shall be no initial directors of the company. The Company shall be governed by its shareholders until such time as a Board of Directors is appointed.

Article IX. Incorporator/Subscriber

The name and street address of the incorporator/subscriber to these Articles of incorporation is:

Marc Anthony Douthit, 10800 Biscayne Blvd., Suite 950, Miami, FL 33161.

Article X. Powers

The corporation shall have the following powers:

- a. To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation;
- b. To sue and be sued, complain and defend in its corporate in all actions or proceedings;
- c. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed or in any other manner reproduced;
- d. To purchase, take, receive, lease or otherwise acquire, own hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- e. To sell, convey, mortgage, pledge, create a security in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;
- f. To lend money to, and use its credit to assist its officers and employees in accordance the Florida Statutes.

g. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

h. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

i. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

j. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

k. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

l. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the state, for the administration and regulation of the affairs of the corporation;

m. To make donations for the public welfare or for charitable, scientific or educational purposes;

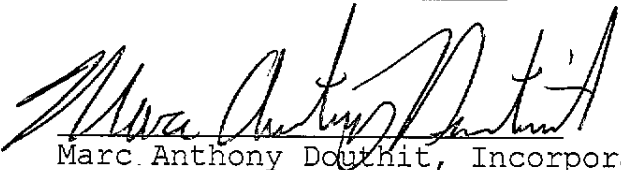
n. To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

o. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

p. To be promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise;

q. To have and exercise all powers necessary or convenient to effect its purposes.

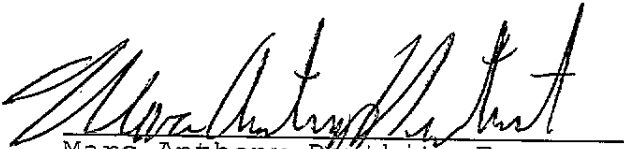
Executed this 11th day of January, 1999.


Marc Anthony Douthit, Incorporator

ACCEPTANCE BY RESIDENT AGENT

In compliance with Section 48.091, Florida Statutes, Carbone Design USA, Inc., with its principal offices located at 12555 Biscayne Blvd., Suite 872, Miami, FL 33181, has named Marc Anthony Douthit, Esq. whose address is 10800 Biscayne Blvd., Suite 950, Miami, FL 33161 as its agent to accept process within the State.

ACKNOWLEDGMENT: Having been named Resident Agent and designated as the person authorized to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment to act in said capacity, and agree to comply with the provisions of said Act relative to keeping said office open.


Marc Anthony Douthit, Esq.

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