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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Cribis Corporation

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: LS 4/2/99 10:24  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

APR - 2 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**CRIBIS CORPORATION**

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DIVISION OF CORPORATIONS  
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The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this Corporation shall be "CRIBIS CORPORATION"

**ARTICLE II**

**TERM OF EXISTENCE**

The duration of this Corporation shall be perpetual until dissolved according to law.

**ARTICLE III**

**CORPORATE PURPOSES**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**CAPITAL STRUCTURE**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock, having a par value of \$0.01 per share.

**ARTICLE V**

**INITIAL REGISTERED AGENT**

The initial registered agent of this Corporation shall be: Charles W. Crabtree, Jr. The street address of the initial registered office of this Corporation shall be: 101 E. Kennedy Blvd., Suite 3400, Tampa, Florida, 33602.

**ARTICLE VI**

**PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of this Corporation shall be: Island Center, 2701 North Rocky Point Drive, Suite 1120, Tampa, Florida 33607.

**ARTICLE VII**

**BOARD OF DIRECTORS**

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1) Director. Except for the number constituting the initial Board of Directors, the appointment of directors shall be decided by majority vote of the shareholders.

**ARTICLE VIII**

**INITIAL BOARD OF DIRECTORS**

The name and street address of the member of the initial Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his or her successor is elected and qualified, or until his or her resignation, removal from office, or death is:

Name:

Carlo Gherardi

Address:

Via Lame, 15  
40122 Bologna  
Italy

**ARTICLE IX**

**VOTING**

The method of voting on corporate matters shall be as set forth in the Bylaws.

**ARTICLE X**

**INCORPORATOR**

The name and street address of the incorporator is:

Charles W. Crabtree, Jr.  
101 E. Kennedy Blvd., Suite 3400  
Tampa, Florida 33602

**ARTICLE XI**

**BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors.

**ARTICLE XII**

**INDEMNIFICATION**

The Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIII**

**AMENDMENT OF ARTICLES OF INCORPORATION**

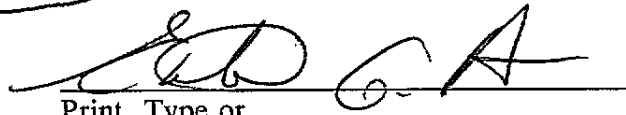
These Articles of Incorporation or any provision herein may be amended, changed or repealed at any time by a resolution, adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the Corporation.

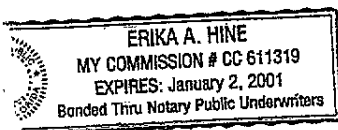
IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 1 day of April, 1999.

  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of April, 1999, by Charles W. Crabtree, Jr., who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
Print, Type or  
Stamp Name: \_\_\_\_\_  
Notary Public, State of Florida  
Serial No., if any: \_\_\_\_\_



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE 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.

Charles W. Croft Jr.  
Registered Agent

April 1, 1999  
Date

98798.01

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