

P96000025667

RUDOLPH M. DI LASCIO, JR., P.A.

5798 JOHNSON STREET
HOLLYWOOD, FLORIDA 33021

(305) 906-7466
FAX: (305) 906-3410

March 19, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

500001757725
-03/26/96--01100--014
****122.50 ****122.50

Attention: New Filings

Re: ITALMACELLI USA CORP.

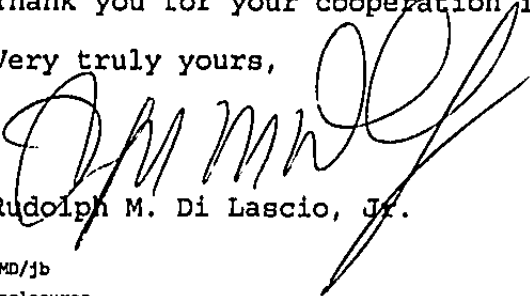
Gentlemen:

Enclosed you will find the original and one copy of the Articles of Incorporation for the above referenced corporation. I have enclosed a check in the amount of \$122.50 made payable to the Secretary of State representing the filing fee, minimum taxes and the cost of one certified copy.

Please file the enclosed Articles and send the certificate along with the certified copy of the Articles of Incorporation to the office of the undersigned, attorney for the corporation.

Thank you for your cooperation in this matter.

Very truly yours,


Rudolph M. Di Lascio, Jr.

RMD/jb
Enclosures
By UPS Overnight

FILED
96 MAR 21 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
3/22/96

FILED

96 MAR 21 AM 9:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ITALMACELLI USA CORP.

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

ARTICLE I. NAME

The name of the Corporation shall be **ITALMACELLI USA CORP.** and the principal place of business of this corporation shall be 11261 Interchange Circle South, Miramar, Florida 33025.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation shall be: 11261 Interchange Circle south, the name of the initial Registered Agent of the Corporation at that address is: CARLO BONANNO.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this 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 at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This Corporation shall have between one (1) and three (3) Directors. The names and street addresses of the initial members of the Board of Directors are:

CARLO BONANNO

- 11261 Interchange Circle South
Miramar, Florida 33025

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

President	CARLO BONANNO
Secretary/Treasurer	11261 Interchange Circle South Miramar, Florida 33025
Vice President	GIOVAN - BATTISTA CREMONESI
	11261 Interchange Circle South Miramar, Florida 33025

ARTICLE IX. AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders meeting requiring a unanimous vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intentions that a certain amending of these Articles of Incorporation be made.

ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

CARLO BONANNO
Address: 11261 Interchange Circle South
Miramar, Florida 33025

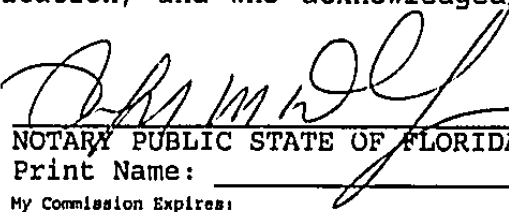
IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation has hereunto set his hand and seal on this 11th day of March, 1996.



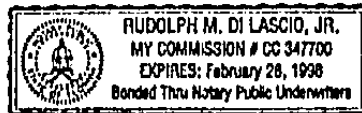
CARLO BONANNO L.S.

STATE OF FLORIDA
SS:
COUNTY OF BROWARD

BEFORE ME, the undersigned, personally appeared CARLO BONANNO known to be the person described in and who executed the foregoing Articles of Incorporation, who after being duly sworn under oath, acknowledged before me that he executed same for the purpose therein expressed who is [] personally known to me; or [] produced Drivers License(s) or ITALIAN PASSPORT as identification, and who acknowledged that he executed the foregoing instrument.



NOTARY PUBLIC STATE OF FLORIDA
Print Name: _____
My Commission Expires: _____



FILED


96 MAR 21 AM 9:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION
AS
REGISTERED AGENT

I, CARLO BONANNO having been named the statutory agent of ITALMACELLI USA CORP. do hereby accept the designation as Registered Agent, and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

DATED this 18 day of March, 1996.



CARLO BONANNO