

P97000041387

5/09/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:51 AM

((H97000007670 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AGF ITALIAN DISTRIBUTORS, INC.
AUDIT NUMBER.....H97000007670
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:08:15

FILED
97 MAY -9 AM 11:10
TALLAHASSEE, FLORIDA

200 519197

5

97 MAY -9
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 11 10

H97000007670

Articles of Incorporation
of
AGF ITALIAN DISTRIBUTION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is AGF Italian Distribution, Inc. (hereinafter called the "Corporation")

ARTICLE II

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

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

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
100	\$0.01	Common

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is Two South Biscayne Blvd., Suite 3580, Miami, County of Dade, and the name of its registered agent at such address is Ronald A. Marini.

RONALD A. MARINI, ESQ.
TWO SOUTH BISCAYNE BLVD.
SUITE 3580
MIAMI, FLORIDA 33131
(305) 374-4424 FAX (305) 374-0002

FLA. BAR# 354422

H97000007670

H97000007670

ARTICLE V

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

AGF Italian Distribution, Inc.
2600 Collins Ave. *SUITE 31*
Miami Beach, Fl 33140

ARTICLE VI

DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the names and addresses of the members of the Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Antonio Gallo
2600 Collins Ave. *SUITE 31*
Miami Beach, Fl 33140

ARTICLE VII

INCORPORATOR

The name of the Incorporator is Ronald A. Marini and the address of the Incorporator is Two South Biscayne Blvd., Suite 3580, Miami, Florida 33131.

ARTICLE VIII

INDEMNIFICATION

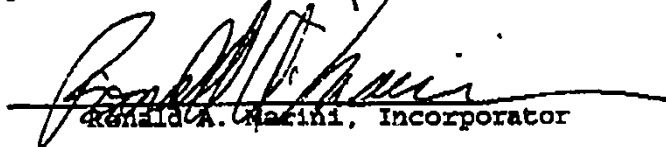
This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

- 2 -

H97000007670

H9700000767.0

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 8th day of May, 1997.


Ronald A. Marini, Incorporator

- 3 -

H9700000767 0

H97000007670

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, AGF Italian Distribution, Inc. named Ronald A. Marini, located at Two South Biscayne Blvd., Suite 3580, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Ronald A. Marini hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 8th day of May, 1996.

REGISTERED AGENT

By: 

Ronald A. Marini

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -9 AM 11:10

FILED

- 4 -

H97000007670