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ROBERT A. EISEN
RYAN E. WILLITS
WENDY V. SCHRECK
CHERRIE F. CAMPBELL

CHRISTINE MARCHAND, LL.B.
Notaire au Québec, admitted in
Province of Québec, Canada only

CHARLES ARONOWITZ, J.D.
-Admitted NY only, office in
Montreal (514) 879-1755
-email: epis@total.net

FILED
DEC - 7 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FL

December 3, 1998

Department of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100002705241--3
-12/07/98--01158--019
*****78.75 *****78.75

Re: **San Pietro, Inc.**

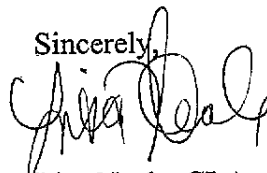
To Whom It May Concern:

Enclosed herewith are two duly-executed copies of the Articles of Incorporation for the above-captioned corporation.

Please file the enclosed Articles of Incorporation and, upon completion of the filing process, certify and return to us one certificate under seal. We have enclosed a check in the amount of \$78.75 to cover fees.

Thank you for your assistance in this matter.

Sincerely,



Lisa Neale, CLA

LKN/jr
enclosures

Sincerely yours,

F. CHESSER DEC 9 1998

**ARTICLES OF INCORPORATION
OF
SAN PIETRO, INC.**

FILED
98 DEC -7 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

The name of this corporation is San Pietro, Inc.

ARTICLE II

This corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is: Law Office of Eisen

& Willits, 299 Camino Gardens Boulevard, Boca Raton, FL 33432, and the name of the initial registered agent of this corporation at that address is Ryan E. Willits.

ARTICLE VI

This corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time, as provided in the By-laws, but shall never be less than one (1). The name and address of the initial director of this corporation are:

**Arturo Gismondi
c/o The Law Office of Eisen & Willits
299 Camino Gardens Boulevard
Suite 204
Boca Raton, FL 33432**

ARTICLE VII

The initial officers of the corporation shall be:

President: Arturo Gismondi

Secretary Arturo Gismondi

The name and address of the person signing these Articles of Incorporation is:

**Arturo Gismondi
c/o The Law Office of Eisen & Willits
299 Camino Gardens Boulevard
Suite 204
Boca Raton, FL 33432**

ARTICLE VIII

The power to adopt, alter, amend, or repeal By-laws shall be vested solely in the shareholders.

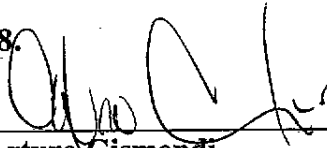
ARTICLE IX

The corporation shall indemnify the officers or directors, or any former officers or directors, to the full extent provided by law.

ARTICLE X

These Articles of Incorporation may be amended only by the shareholders.

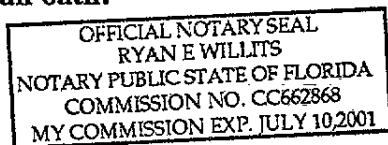
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 30 day of November 1998.

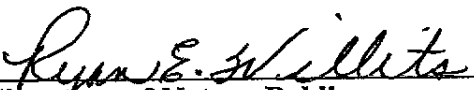


Arturo Gismondi

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 30th day of November, 1998, by Arturo Gismondi, who is personally known to me and who did take an oath.





Signature of Notary Public
Print Name: _____

My commission expires:
(Seal)

REGISTERED AGENT CERTIFICATE AND ACCEPTANCE

Pursuant to Chapter 607, Florida Statutes, as amended, the following is submitted:

1. San Pietro, Inc. is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 299 Camino Gardens Boulevard, Boca Raton, Florida 33432, and names Ryan E. Willits, as its agent to accept service of process within the State of Florida.

2. Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept acting in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, as amended, relative to keeping open said office.



Ryan E. Willits, Registered Agent

Dated: 11 / 4 / 98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA