



F0100000 2275

ACCOUNT NO. : 072100000032
 REFERENCE : 127857 4301772
 AUTHORIZATION : *Patricia Pignato*
 COST LIMIT : \$ 70.00

01 APR 30 PM 3:17
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : April 25, 2001
 ORDER TIME : 10:31 AM
 ORDER NO. : 127857-010
 CUSTOMER NO: 4301772
 CUSTOMER: Mr. Gerard Rath
 Pavia & Harcourt
 600 Madison Avenue
 12th Floor
 New York, NY 10022

RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 2001 APR 30 AM 11:57
 NOT RECORDED
 TO ACKNOWLEDGE
 SUFFICIENCY OF FILING

FOREIGN FILINGS

600004091426--3

NAME: BRANCA PRODUCTS CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

mk 4/30

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- 1. BRANCA PRODUCTS CORPORATION
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York (State or country under the law of which it is incorporated)
3. 13-2517053 (FEI number, if applicable)
4. February 27, 1939 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. March 1, 2001 (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 12-14 Desbrosses Street, New York, New York 10013 (Principal office address)
12-14 Desbrosses Street, New York, New York 10013 (Current mailing address)

8. Distribution of alcoholic beverage. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301 (City) (Zip code)

10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
Patrick Lalor (Registered agent's signature)
Patrick Lalor, Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
01 APR 30 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Maurizio Ameri

Address: 12-14 Desbrosses Street, New York, New York 10013

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

01 APR 30 PM 3:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Aurelien De Seze

Address: 12-14 Desbrosses Street, New York, New York 10013

Vice President: _____

Address: _____

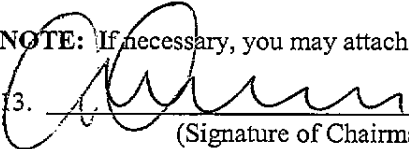
Secretary: Maurizio Ameri

Address: 12-14 Desbrosses Street, New York, New York 10013

Treasurer: Maurizio Ameri

Address: 12-14 Desbrosses Street, New York, New York 10013

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

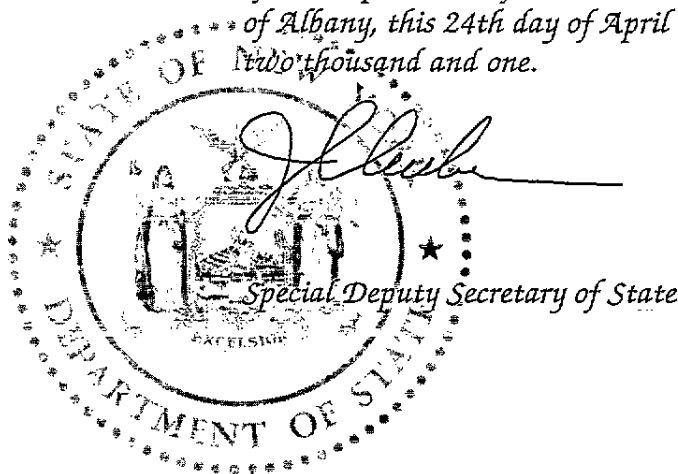
14. MAURIZIO AMERI, chairman _____
(Typed or printed name and capacity of person signing application)

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of BRANCA PRODUCTS CORPORATION was filed on 02/27/1939, fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of April
Two thousand and one.



200104250236 53

FILED
APR 30 PM 3:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE