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2002 JUN 27 PM 1:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 634555 4301772

AUTHORIZATION : *Patricia Pijuta*

COST LIMIT : \$ 70.00

ORDER DATE : June 21, 2002

ORDER TIME : 9:24 AM

ORDER NO. : 634555-005

CUSTOMER NO: 4301772

700006065697--5

CUSTOMER: Ms. Natalie Koury
Pavia & Harcourt LLP
600 Madison Avenue
12th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: ALVIERO MARTINI USA CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: *Susie Knight* EXT# 1156

02 JUN 27 AM 11:20

EXAMINER: _____

RECEIVED

J. BRYAN JUN 27 2002

**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. ALVIERO MARTINI USA CORP.
(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 3. 13-4171720
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 27, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(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. 600 Madison Avenue, 12th Floor, New York, NY 10022
(Principal office address)
- 600 Madison Avenue, 12th Floor, New York, NY 10022
(Current mailing address)
8. Retail sales
(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
By Patrick Lalor (Registered agent's signature)
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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

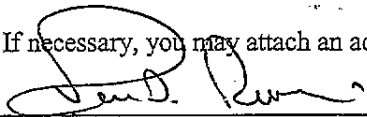
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Pier Domenico Rivera, Vice President & Treasurer
(Typed or printed name and capacity of person signing application)

DIRECTORS:

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NAME:

ADDRESS:

Alviero Martini

Via Castelmorrone
26-20129
Milano, Italy

Andrea Cesaretti

Via Castelmorrone
26-20129
Milano, Italy

Pier Domenico Rivera

Via Castelmorrone
26-20129
Milano, Italy

OFFICERS:

NAME:

OFFICE:

ADDRESS:

Alviero Martini

President

Via Castelmorrone
26-20129
Milano, Italy

Andrea Cesaretti

Executive Vice President

Via Castelmorrone
26-20129
Milano, Italy

Pier Domenico Rivera

Vice President & Treasurer

Via Castelmorrone
26-20129
Milano, Italy

Ralph J. Galasso

Vice President & Secretary

600 Madison Avenue, 12th Floor
New York, NY 10022

Randall J. Hemming

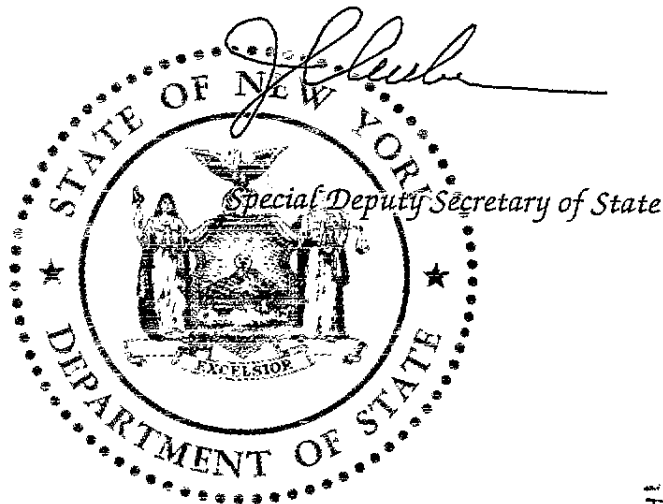
Assistant Secretary

605 Madison Avenue
New York, NY 10022

State of New York
Department of State } **ss:**

I hereby certify, that the Certificate of Incorporation of ALVIERO MARTINI USA CORP. was filed on 04/27/2001, with perpetual duration, 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.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 20th day of June
two thousand and two.*



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