

F98000003202

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-05/21/98--01036--002
*****70.00 *****70.00

SUBJECT: DEL CONTE INC.
(Name of corporation - must include suffix)

W98-11729

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

THOMAS DI NARDO, ESQ.
(Name of Person)

DI NARDO & CO., P.C.
(Firm/Company)

499 PARK AVENUE, 8TH FLOOR
(Address)

NEW YORK, NY 10022
(City/State/Zip)

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DIVISION OF CORPORATIONS
98 JUN -8 AM 8:49

Should you need to call someone concerning this matter, please call:

THOMAS DI NARDO at (212) 415-9647
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1998

THOMAS DI NARDO, ESQ.
DI NARDO & CO., P.C.
499 PARK AVE., 8TH FLOOR
NEW YORK, NY 10022

SUBJECT: DEL CONTE INC.
Ref. Number: W98000011729

We have received your document for DEL CONTE INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 598A00028846

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. DEL CONTE INC.
(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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/18/98 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. As soon as qualified
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. DEL CONTE INC.
c/o Filippo Maestrini, 189 West 89th Street, Apt. 5Q, New York, NY 10024
(Current mailing address)

8. Import/Export
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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


Name: Nicolas Villar Del Saz

Office Address: 10210 S.W. 59 Avenue

Miami, Florida, 33156
(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.


(Registered agent's signature)

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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

~~Chairman~~ DIRECTOR: FILIPPO MAESTRINI
Address: 189 West 89th Street, Apt. 5Q
New York, NY 10024

~~Vice Chairman~~ DIRECTOR: ALBERTO MAESTRINI
Address: V.le.P. Nenni, 31/2
50143 Firenze, Italy

~~Director~~

~~Address~~

~~Director~~

~~Address~~

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Filippo Maestrini
Address: 189 West 89th Street, Apt. 5Q
New York, NY 10024

Vice President & Secretary: Alberto Maestrini
Address: V.le.P. Nenni, 31/2
50143 Firenze, Italy

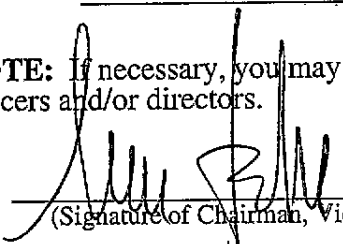
~~Secretary~~

~~Address~~

~~Treasurer~~

~~Address~~

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

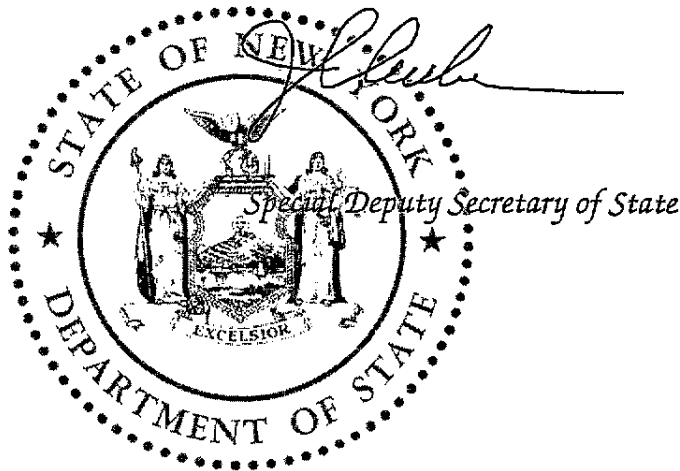
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Filippo Maestrini, President
(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 DEL CONTE INC. was filed on 03/18/1998, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in 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 29th day of May one thousand nine hundred and ninety-eight.



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