

**CORPORATE
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L.C.

1.) Azienda Agricola Olivetino USA, L.C.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
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4.) _____
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SPECIAL INSTRUCTIONS

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ARTICLES OF ORGANIZATION
OF
AZIENDA AGRICOLA OLIVETINO USA, L.C.
a Florida Limited Liability Company

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CLERK OF THE
COURT
STATE OF FLORIDA
MIAMI COUNTY

The undersigned, desiring to form a Limited Liability Company pursuant to Florida Statutes Chapter 608 hereby state as follows:

ARTICLE I

The name of this Limited Liability Company shall be **AZIENDA AGRICOLA OLIVETINO USA, L.C.**

ARTICLE II

The duration of this Company shall commence when these Articles of Organization are filed with the Secretary of State of the State of Florida until thirty (30) years thereafter, unless earlier dissolved by agreement of the Members hereof, or by operation of law.

ARTICLE III

The purpose for which this Company is organized is to import and distribute Olivetino in the United States, or such other business as the Members may agree.

ARTICLE IV

The initial place of business of the Company shall be c/o Franco Stanzione, 1915 Brickell Avenue, Apartment C-908, Miami, Florida 33129 and its initial registered agent for service of

process in the State of Florida shall be Franco Stanzione, whose address is 1915 Brickell Avenue, Apartment C-908, Miami, Florida 33129.

ARTICLE V

This Company shall be initially capitalized with cash in the total amount of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

No Member shall be required, other than as provided in the Regulations of this Company, to contribute additional capital to the Company.

ARTICLE VI

No Member may be admitted to the Company other than as provided in the Regulations from time to time adopted by the Members hereof.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member hereof, the remaining Members shall have the right pursuant to Regulations adopted by said Members to continue the existence of this Company.

ARTICLE VII

The business of this Company shall be managed by a manager. The name and address of the initial managing member is as follows:

Franco Stanzione
1915 Brickell Avenue
Apartment C-908
Miami, Florida 33129

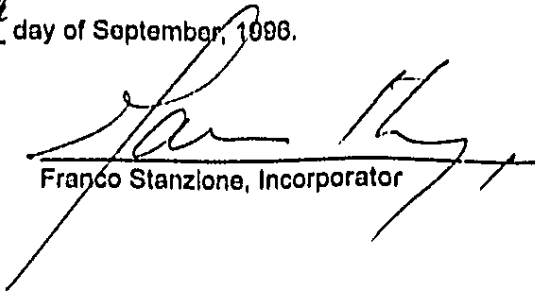
ARTICLE VIII

The power to adopt, alter, amend or repeal the Regulations of this Company shall be vested in the Members of the Company.

ARTICLE IX

The name and address of the Incorporator executing these Articles of Organization is Franco Stanzione, 1915 Brickell Avenue, Apartment C-908, Miami, Florida 33129.

EXECUTED at Miami, Florida, this 19th day of September, 1996.



Franco Stanzione, Incorporator

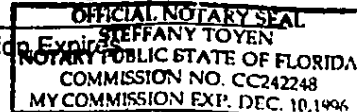
STATE OF FLORIDA)
):ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of September, 1996 by Franco Stanzione who is personally known to me or who produced _____ as identification.



Notary Public, STATE OF FLORIDA

Print Name: _____
My Commission Expires _____

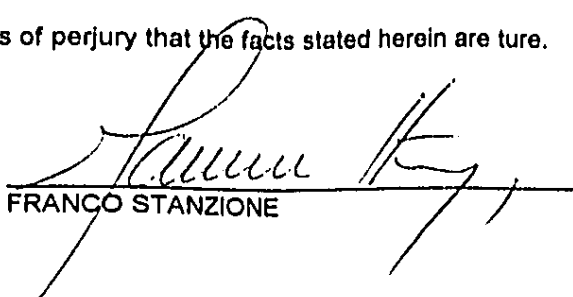


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of AZIENDA AGRICOLA OLIVETINO USA, L.C., deposes and says:

1. The above named Florida limited liability company has at least two members.
2. The total amount of cash contributed by the members is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).
3. There is no property other than cash being contributed by its members.
4. The total amount of cash or property anticipated to be contributed by members is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


FRANCO STANZIONE

**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

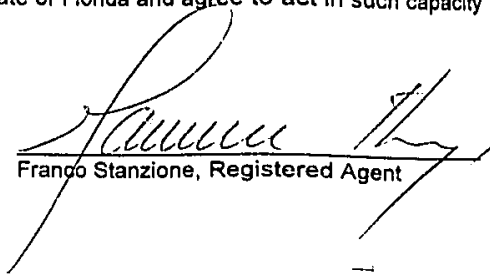
In accordance with Chapter 48.001, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

AZIENDA AGRICOLA OLIVETINO USA, L.C., desiring to organize under the laws of the State of Florida, hereby designates Franco Stanzione as its registered agent and further designates 1915 Brickell Avenue, Apartment C-908, Miami, Florida 33129 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named Limited Liability Company, I hereby acknowledge that I am a resident of the State of Florida and agree to act in such capacity for such Company at its registered office.


Franco Stanzione, Registered Agent

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TALLAHASSEE, FLORIDA