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Chapter Number Only

12/23/99

michael cholobel

Requestor's Name

1460 Brickell AVE 212

Address

miami FL 33121

City

State

ZIP

Phone

VALIDATION ONLY

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***155.00 ***155.00

CORPORATION(S) NAME

Italy TV market, L.L.C.

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Empire Toll Free: 1-800-432-3028

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|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other LLC. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Pick Up | <input type="checkbox"/> Will Wait | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

MICHAEL CHOLOBEL, P.A.
LAW OFFICE

1460 Brickell Avenue, Suite 212, Miami, FL 33131

Tel: (305) 381-8810 - Fax: (305) 381-8228

E-Mail: Cholobel@aol.com

Empire Corporate Kits
1492 West Flagler Street
Suite #200
Miami, FL 33135

By Hand

December, 22 1999

Re: ITALY TV MARKET, L.L.C. Incorporation & Corporate Kit.

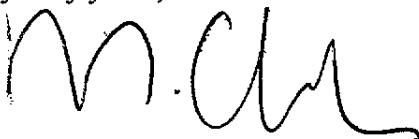
Dear Sirs:

Please find enclosed the following:

1. Check for \$787.75 payable to Empire for Corporate Kit;
2. Check for \$155.00 payable Florida Dept. of State;
3. Original plus two copies of Articles of Organization.

Please file the Articles of Organization and let us have a Certified Copy thereof as well as the Corporate Kit, including the Corporate Book and Corporate Seal.

Very truly yours,



MICHAEL CHOLOBEL, P.A.

Encl.

Unidea/Food.cor/Empire1.ltr

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ARTICLES OF ORGANIZATION
OF
ITALY TV MARKET, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME

The name of the Limited Liability Company shall be:

ITALY TV MARKET, L.L.C.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Limited Liability Company shall be located at 1460 Brickell Avenue, Suite #212, Miami, Florida 33131. This limited liability company shall have the power and authority to establish branch offices at any of other places as the members may unanimously designate.

ARTICLE III
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the State of Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel, or rescind any such contracts.
5. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertinent to, or going out of, or connected with it business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
6. The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.
7. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business affairs of this limited liability company shall be managed under the direction of, two managers and the name and address of such manager who is to serve as manager is:

Capital Trends holding, Corp.
1460 Brickell Avenue, Suite #212
Miami, FL 33131

and,

Italteam Enterprise, Corp.
1460 Brickell Avenue, Suite #212
Miami, Florida 33131

This Article may be amended from time to time in the regulations of the limited liability company by a two third majority of the votes of the members of the limited liability company.

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ARTICLE V MANAGEMENT

This limited liability company is to be managed by two managers whose names and addresses are as follows:

Capital Trends holding, Corp.
1460 Brickell Avenue, Suite #212
Miami, FL 33131

and,

Italteam Enterprise, Corp.
1460 Brickell Avenue, Suite #212
Miami, Florida 33131

ARTICLE VI MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members only by unanimous written consent of all members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business only on the unanimous written consent of the remaining members.

ARTICLE VII CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000 cash shall be paid to the limited liability company by the two members as follows: Capital Trends Holding, Corp. \$650.00; Italteam Enterprise, Corp., \$350.00. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in the same proportion as they have made the initial capital contributions, namely 65% and 35% respectively.

**ARTICLE VIII
DURATION**

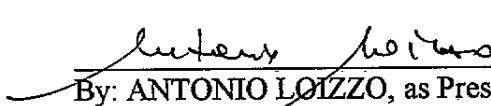
This limited liability company shall exist from the date on which these Articles of Organization are filed with the Florida Department of State, until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

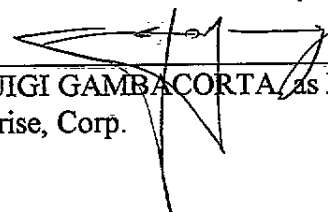
**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERD AGENT**

The address of the initial registered office of the limited liability company is 1460 Brickell Avenue, Suite #212, Miami, Florida 33131, and the name of the initial registered agent whose address is 1460 Brickell Avenue, Suite #212, Miami, FL 33131 is Michael Cholobel.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposes Articles of Organization of FOOD INVESTMENTS PLANNING, L.L.C.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 16th day of December, 1999 at 1460 Brickell Avenue, Suite #212, Miami, Florida 33131.


By: ANTONIO LOIZZO, as President of Capital Trends Holding, Corp., for and on behalf of Italy TV Market, L.L.C.


By: LUIGI GAMBACORTA, as President of Italteam Enterprise, Corp.

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**CERTIFICATE OF DESIGNATION OF REGISTERD
AGENT AND REGISTERED OFFICE**

PERSUANT TO THE PRVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERD OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

ITALY TV MARKET, L.L.C.

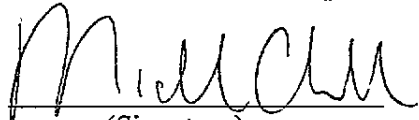
2. The name and address of the registered agent and the street address of the limited liability company's registered office where the agent is located is:

MICHAEL CHOLOBEL

1460 BRICKELL AVENUE, SUITE #212

MIAMI, FLORIDA 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

12.17.1333
(Date)

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