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November 19, 1997

Florida Department of State
Division of Corporation

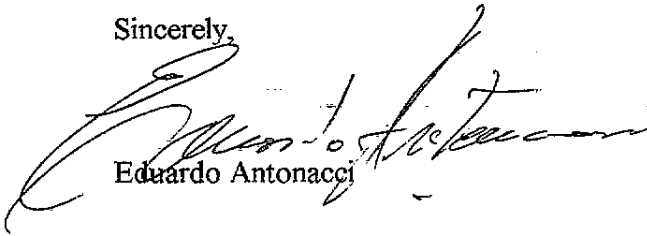
RE: Italian Fund, Inc.

Dear Madame / Sir :

Please find attached an original and one copy of the articles of
incorporation and a check for \$ 70.00 (filing fee).

Thank you.

Sincerely,



Eduardo Antonacci

4100 NE 2nd Avenue, Suite 210
Miami, Fl. 33137
305-571-3535

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 11-26-97

**ARTICLES OF INCORPORATION
OF
"ITALIAN FUND, INC."**

A FLORIDA NONPROFIT CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME. The name of the Corporation is : ITALIAN FUND, INC.

ARTICLE II. PRINCIPAL OFFICE. The principal place of business and mailing address of this corporation shall be : 4100 NE 2nd Avenuc, Suite 210, Miami, Florida 33137.

ARTICLE III. PURPOSE. This Corporation is a non-for-profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are :

A . To generate funds in a lawful way to be donated to the Italy America Chamber of Commerce, Inc. in order to increase the CULTURAL, TECHNICAL AND COMMERCIAL exchange between Italy and United States.

B . To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C . Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers.

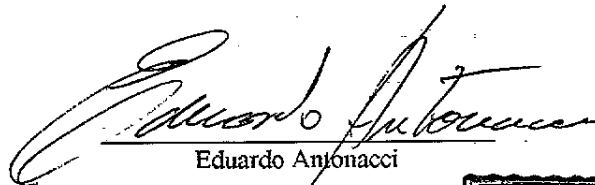
ARTICLE IV. BOARD OF DIRECTORS. The initial Board of Directors shall have 2 members whose names and addresses are :

Eduardo Antonacci - 1075 NE 99 Street, Miami Shores, Florida 33138

The Bylaws will provide the method to incorporate members of the Board of the Italy America Chamber of Commerce, Inc. to be Directors of this Corporation.

ARTICLE V. REGISTERED AGENT. The initial registered agent is Eduardo Antonacci - 4100 NE 2nd Avenue Suite 210, Miami, Florida 33137.

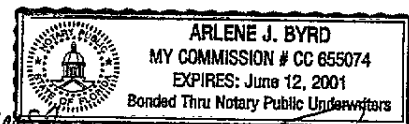
IN WITNESS WHEREOF, the undersigned have signed this Articles of Incorporation on this day of 11 - 20th, 1997.


Eduardo Antonacci

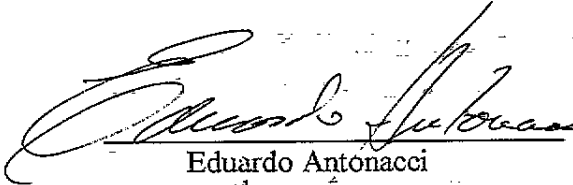
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FL Driver's license

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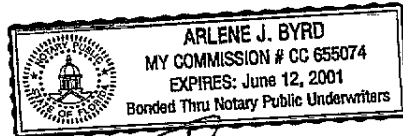


Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating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

 date 11-20-97

Eduardo Antonacci
4100 NE 2nd Avenue Suite 210
Miami, Florida 33137

Produce FL Drivers License



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