

P00000005552



ACCOUNT NO. : 072100000032

REFERENCE : 551085 11654A

AUTHORIZATION :

Patricia Pysko

COST LIMIT : \$ 78.75

ORDER DATE : January 13, 2000

ORDER TIME : 12:01 PM

ORDER NO. : 551085-005

700003097867-3

CUSTOMER NO: 11654A

CUSTOMER: Rachelle Bricout, Legal Asst
HOLTZMAN KRINZMAN EQUELS &
HOLTZMAN KRINZMAN EQUELS &
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 13 PM 4:10

DOMESTIC FILING

NAME: MI AMI ITALIA, INC

(THE ENGLISH TRANSLATION IS "I LOVE ITALY, INC.")

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS:

2544-2555
W00-1158
534-2555

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



RESUBMIT

Please give original
filing date as file date.

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 18, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MI AMI ITALIA OF SUNSHINE STATE, INC.
Ref. Number: W00000001158

We have received your document for MI AMI ITALIA OF SUNSHINE STATE, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Please accept our apology for failing to mention this in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 200A00002297

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00 JAN 18 PM 4:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1/18/2000 -
LIA corrected.

RESUBMIT

Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 13, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MI AMI ITALIA, INC.
Ref. Number: W00000001158

RESUBMIT

Please give original
submission date as file date.

We have received your document for MI AMI ITALIA, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 900A00001994

FILED
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DIVISION OF CORPORATIONS
00 JAN 13 PM 4:10

ARTICLES OF INCORPORATION

OF

MI AMI ITALIA OF SUNSHINE STATE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 13 PM 4:10

The undersigned acting as incorporator of Mi Ami Italia of Sunshine State, Inc.
under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

MI AMI ITALIA OF SUNSHINE STATE, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

2601 S. Bayshore Drive, Suite 600
Miami, Florida 33133

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these Articles with the
Office of the Secretary of State of Florida.

ARTICLE IV. PURPOSE

This corporation is organized to engage in any activity or business permitted under the laws
of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any
time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2601 S. Bayshore Drive, Suite 600, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is HKE&F Registered Agent Corp.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

Name

Address

Arthur J. Furia

2601 S. Bayshore Drive, Suite 600
Miami, Florida 33133

ARTICLE VIII. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

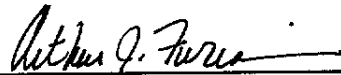
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 12 day of January, 2000.



Arthur J. Furia
Incorporator

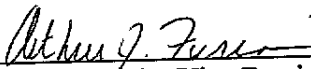
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Mi Ami Italia of Sunshine State, Inc. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Miami-Dade County, State of Florida, has named HKE&F Registered Agent Corp. as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with, and accept, the obligations of that position.



Arthur J. Furia, Vice President
HKE&F Registered Agent Corp.

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DIVISION OF CORPORATIONS
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