

Leonardo Gravier
ATTORNEY AT LAW
4011 ALHAMBRA CIRCLE
CORAL GABLES, FLORIDA 33146

TELEPHONE: (305) 666-7579

P0000004766

May 3, 2000

600003246986--2
-05/10/00--01090--007
*****78.75 *****78.75

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed please find the Articles of Incorporation of Argentara Five,
Inc. and a check for \$78.75 payable to Division of Corporations.

Very truly yours,


Leonardo Gravier

FILED
00 MAY 10 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OB
5-12-00
4

ARTICLES OF INCORPORATION

ARGENTARA FIVE, INC.

ARTICLE I - NAME

The name of the corporation is:

ARGENTARA FIVE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE OF THE CORPORATION

The street address of the initial registered office of this corporation is 201 Galen Drive (Apt. 302W), Key Biscayne, Florida 33149 and the name of the initial registered agent of this corporation at that address is Luca D'Ottone. The principal office of the corporation will be 201 Galen Drive (Apt. 302W), Key Biscayne, Florida 33149.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Carlo D'Ottone Via Bravetta 270C
 Rome, Italy 00164

Marina Balsano Via Bravetta 270C
 Rome, Italy 00164

Luca D'Ottone 201 Galen Drive, Apt 302W
 Key Biscayne, Florida 33149

FILED
00 MAY 10 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Luca D'Ottone

201 Galen Drive, Apt. 302W

Key Biscayne, Florida 33149

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one-tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF
SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

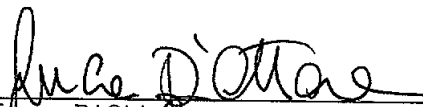
ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In Witness Whereof, the undersigned subscriber has executed these articles of incorporation this 3 day of MAY, 2000.


Luca D'Ottone


STATE OF FLORIDA)

SS:

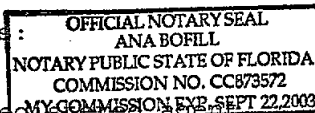
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared Luca D'Ottone, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he (they) acknowledged before me that he (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and affixed my official seal in the State and county aforesaid, this 3rd day of May, 2000.


NOTARY PUBLIC State of Florida
at Large

My commission expires:



I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.


Luca D'Ottone
REGISTERED AGENT

FILED
00 MAY 10 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA