

P00000049414



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 701992 11663B

AUTHORIZATION

COST LIMIT : \$ 87.50

Patricia Pujols

ORDER DATE : May 18, 2000

ORDER TIME : 10:33 AM

ORDER NO. : 701992-005

CUSTOMER NO: 11663B

100003257381--7

CUSTOMER: Jane C. Rankin, Esq
KUBICKI DRAPER GALLAGHER &
KUBICKI DRAPER GALLAGHER &
Suite 1600
One E. Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: GATTO ASTUCCI LATIN AMERICA
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
00 MAY 18 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAY 18 AM 11:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T BROWN MAY 18 2000

ARTICLES OF INCORPORATION
OF
GATTO ASTUCCI LATIN AMERICA INC.

FILED
00 MAY 18 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I
IDENTIFICATION

The name of the corporation is GATTO ASTUCCI LATIN AMERICA INC. and the principal office is located at Miami Free Zone, 2355 NW 107th Ave. Suite 2M57, Box 106, Miami, FL 33172

ARTICLE II
DURATION

This corporation shall have perpetual existence which shall commence at the date of filing of these Articles with the Secretary of State.

ARTICLE III
PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The capital stock of this corporation shall consist of one thousand (1000) shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors.

ARTICLE V
REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and her address is as follows: Jane C. Rankin, Esq., KUBICKI DRAPER, One East Broward Boulevard, Suite 1600, Ft. Lauderdale, Florida 33301.

ARTICLE VI
BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have the following directors with their names and addresses as follows:

<u>NAME</u>	<u>ADDRESS</u>
Anil Lal	Miami Free Zone 2355 NW 107 th Ave. Suite 2M57, Box 106 Miami, FL 33172
Fabrizio Di Silvestro	32040 Domegge de Cadore (BL) Via Risorgimento 23 Italy
Lorenzo Wagneister	32040 Domegge de Cadore (BL) Via Risorgimento 23 Italy
Enzo Lombardi	Via Pignan, 14 35017 Levada (PD) Italy

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is Anil Lal with his address at Miami Free Zone, 2355 NW 107th Ave., Suite 2M57, Box 106, Miami, FL 33172

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami-Dade County, Florida, for the uses and purposes aforesaid this 16 day of May, 2000.

Anil Lal

Anil Lal

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss:

The foregoing instrument was acknowledged before me this 16
day of MAY, 2000, by Anil Lal who is personally known to
me.

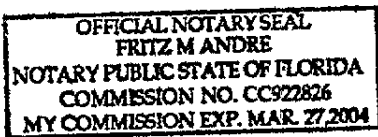
NOTARY PUBLIC:

Sign: Fritz M. Andre

Print Name: Fritz M. Andre

Commission No.: CC 922806

My Commission Expires:



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

FILED
00 MAY 18 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

GATTO ASTUCCI LATIN AMERICA INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Fort Lauderdale, County of Broward, State of Florida, has named Jane C. Rankin, Esq., as its agent, whose address is KUBICKI DRAPER, One East Broward Blvd., Suite 1600, Fort Lauderdale, Florida, 33301, to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provisions of said Act relative to keeping open said office and I accept the obligations of Section 607.325 of the Florida Statutes.


JANE C. RANKIN, ESQ.