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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 719664 4306145

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : June 5, 2000

ORDER TIME : 9:54 AM

ORDER NO. : 719664-005

CUSTOMER NO: 4306145

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CUSTOMER: Alberto Iadevaia, Esq
HERZFELD & RUBIN, P.C.
HERZFELD & RUBIN, P.C.
40 Wall St

New York, NY 10005

DOMESTIC FILING

NAME: DEL CONCA USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -6 PM 2:27

RECEIVED
00 JUN -6 AM 11:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN -6 PM 2: 27

ARTICLES OF INCORPORATION
OF
DEL CONCA USA, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is DEL CONCA USA, INC.

SECOND: The street address of the principal office of the corporation has not yet been determined.

The mailing address of the corporation is c/o Gisella Levi Caroti, Esq., Herzfeld & Rubin, P.C., 40 Wall Street, New York, N.Y. 10005.

THIRD: The number of shares that the corporation is authorized to issue is two thousand (2,000) all of which are of a par value of one dollar (\$1) each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

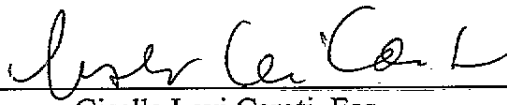
FIFTH: The name and the address of the incorporator is: Gisella Levi Caroti, Esq., c/o Herzfeld & Rubin, P.C., 40 Wall Street, New York, N.Y. 10005.

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the

corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

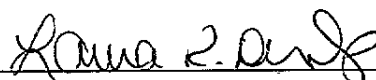
SEVENTH: The purpose for which the corporation is formed is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, provided that the corporation is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained.

Signed on June 2, 2000


Gisella Levi Caroti, Esq.
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: 

Laura R. Dunlap
as its agent

Date:

6-6-00

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