

P00000062049



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 743886 11654A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : June 26, 2000

ORDER TIME : 1:29 PM

ORDER NO. : 743886-005

700003304957--1

CUSTOMER NO: 11654A

CUSTOMER: Ms. Maria Acosta
Holtzman Krinzman Equels &
Furia
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

DOMESTIC FILING

NAME: LIVING ITALIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 26 PM 4:18

RECEIVED
00 JUN 26 PM 2:32

ARTICLES OF INCORPORATION
OF
LIVING ITALIA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 26 PM 4: 18

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

ARTICLE I. NAME

The name of the corporation is:

Living Italia, Inc.

ARTICLE II. ADDRESS

The mailing address and principal business address of the corporation is:

2750 N.W. 84th Avenue
Miami, Florida 33122

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 10,000 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 South 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.

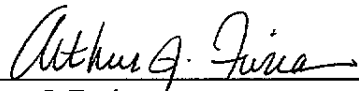
ARTICLE IX. BYLAWS

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 23 day of June, 2000.



Arthur J. Furia

**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**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Living Italia, 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 the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

HKE&F Registered Agent Corp.,
a Florida corporation

By: Arthur J. Furia
Arthur J. Furia, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 26 PM 4:18