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FLORIDA PROFIT CORPORATION OR P.A.

Ciao Bella, Inc.

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11/8/2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

6 pages

November 8, 2000

KIPNIS, TESCHER

SUBJECT: CIAO BELLA, INC.
REF: W00000026795

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

THE CONFLICT IS A TRADEMARK CIAO BELLA. #T98000000049.

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Naysa Culligan
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FAX AUDIT #H00000058800 4

ARTICLES OF INCORPORATION

OF

CIAO BELLA YACHTING, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: Ciao Bella Yachting, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is: 100 Northeast Third Avenue, Suite 610, Fort Lauderdale, FL 33301.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.0001 par value per share.

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Prepared By: Kipnis Tescher Lippman & Valinsky
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301
(954) 467-1964
Patricia Fox-Butler FL Bar No. 118613

ARTICLE IV

REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Patricia Fox-Butler
Kipnis Tescher Lippman & Valinsky, P.A.
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301

ARTICLE V
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Patricia Fox-Butler
Kipnis Tescher Lippman & Valinsky, P.A.
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301

ARTICLE VI
INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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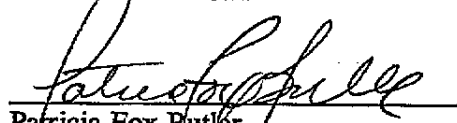
ARTICLE VII
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:


Patricia Fox-Butler

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:


Patricia Fox-Butler

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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