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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

FILED
01 MAR 27 AM 7:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Pasqualina, Inc.

Enclosed are an original and two (2) copies of the articles of incorporation and a check for \$78.75 for: Filing fee, Certified copy & Certificate.

FROM:

Luciana Racioppi
734 Aurelia Street
Boca Raton, Florida 33486

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*****78.75 *****78.75

T. Burch APR 2 2001

ARTICLES OF INCORPORATION
OF
PASQUALINA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1

Corporate Name

The Name of this corporation is: Pasqualina, Inc.

Article II

Purpose

This corporation is organized for the following purposes:

1. To buy, sell, exchange, rent, lease, improve, and maintain real or personal property and to otherwise deal in and with real property and personal property of whatever nature or kind; to deal in and with investments of whatever kind and to provide investment opportunities and services.
2. To act to such extent as a corporation organized under the Business Corporation Laws of this state may now or hereafter lawfully do, either as principal or agent either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or

proper for or in connection with or incident thereto. To accomplish any of the purposes of or the statement of any one or more of the objects herein enumerated or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do which exist under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

Article III

Capital Stock

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$.10 per share.

Article IV

Initial Principal and Registered Office

The street address of the initial principal and registered office of this corporation is: 734 Aurelia Street, Boca Raton, Florida 33486.

Article V

Registered Agent

The initial registered agent of this corporation is: Luciana Racioppi located at: 734 Aurelia Street, Boca Raton, Florida 33486.

Article VI

Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than nine. The name and address of the initial director of this corporation is, to wit:

Luciana Racioppi

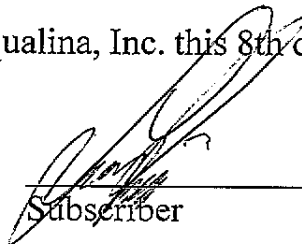
734 Aurelia Street
Boca Raton, Florida 33486

Article VII

Incorporator

The name and address of the person signing these Articles is: Luciana Racioppi, 734 Aurelia Street, Boca Raton, Florida 33486

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation of Pasqualina, Inc. this 8th day of March, 2001.



Subscriber

STATE OF FLORIDA)) ss.
COUNTY OF DADE)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the state and county aforesaid, this 8th day of March,
2001.

Michelle Puentes
Print Name of Notary

Commission No.:_____

 **MICHELLE PUENTES**
MY COMMISSION # CC 729346
EXPIRES: March 30, 2002
Bonded thru Notary Public Underwriters

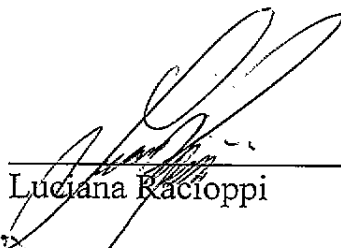
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS IN THIS STATE
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said act:

First: That PASQUALINA, INC.,
desiring to organize under the laws of the state of Florida with its principal
office as indicated in the Articles of Incorporation has named Luciana
Racioppi, whose address is: 734 Aurelia Street, Boca Raton, Florida 33486,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
named corporation at the place designated in this Certificate, I hereby accept
to act in this capacity and agree to comply with the provisions of said act
relative to keeping open said office.



Luciana Racioppi

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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