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April 26, 2001

Department of State
PO Box 6327
Tallahassee FL 32314

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-04/30/01--01116--007
*****131.25 *****87.50

RE: MiGi of Italy Inc.

Dear Sir:

Enclosed with this letter are our Articles of Incorporation for MiGi of Italy Inc. I would like the corporation to be effective as of May 1, 2001. Enclosed you will find a check for \$131.25 to cover the filing fees, certified copy and certificate.

Sincerely,

Michele Ferrucci
Registered Agent

Michele Ferrucci

FILED
01 APR 30 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 04 2001

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is MiGi of Italy Inc.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.
4. The corporation shall have authority to issue 1000 shares of common stock having a par value of \$1.00 per share.
5. The address of its initial registered office is:

301 Harrison Avenue
Panama City FL 32401

The Registered Agent is Michele Ferrucci.

6. The number of directors may be from time to time fixed by the shareholders. The number of directors constituting its initial Board of Directors is two, whose names and addresses are as follows:

Michele Ferrucci
301 Harrison Avenue
Panama City FL 32401

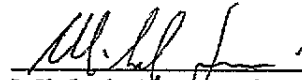
Luigi Ferrucci
301 Harrison Avenue
Panama City FL 32401

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 APR 30 AM 9:28
FILED

7. The Corporation's principal office along with the Incorporator is as follows:

Michele Ferrucci
301 Harrison Avenue
Panama City FL 32401

8. The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors and the Shareholders, and said power shall be exercised by a unanimous vote of the Directors and Shareholders.
9. The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting by a unanimous vote of all common stock issued and outstanding.
10. The unanimous consent of the Stockholders of the corporation shall be required for any Shareholder action.
11. The unanimous consent of the Board of Directors of the corporation shall be required for any action of the Board of Directors.
12. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of capital stock of the corporation.
13. This corporation shall commence its existence on this, the 1st day of May 2001, as agreed upon by all shareholders.


Michele Ferrucci

STATE OF FLORIDA
COUNTY OF BAY

Before me, the undersigned authority, Michele Ferrucci, personally appeared, well known to me to be the person described herein and who executed the foregoing instrument and acknowledged to and before me that he executed the same. Witness my hand and official seal this 26th day of April 2001.


Notary Public



"OFFICIAL SEAL"

Linda B. Carter

My Commission Expires 6/27/2001

Commission #CC 655844

CERTIFIED DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHO PROCESS MAY BE SERVED.

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

First – MiGi of Italy Inc., desiring to organize under the laws of the State of
Florida with it's principal office as indicated in the Articles of Incorporation,
at City of Panama City, County of Bay, State of Florida, has named Michele
Ferrucci, 301 Harrison Avenue, Panama City, Florida, 32401 as its
registered agent to accept services of process with this State.

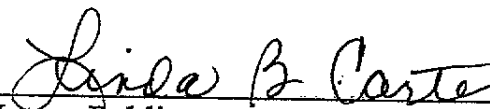
ACKNOWLEDGEMENT

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 agree to comply with the provisions of said office.


Michele Ferrucci, Registered Agent

STATE OF FLORIDA
COUNTY OF BAY

Before me, the undersigned authority, Michele Ferrucci, personally
appeared, well known to me to be the person described herein and who
executed the foregoing instrument and acknowledged to and before me that
he executed the same. Witness my hand and official seal this 26th day of
April 2001.


Notary Public



"OFFICIAL SEAL"

Linda B. Carter

My Commission Expires 6/27/2001

Commission #CC 655844

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TALLAHASSEE, FLORIDA