

JOHN H. PELL
Certified Public Accountant

P010000068477

July 5, 2001

Florida Dept. of State
Registration Section
Div. of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400004464274--8
-07/09/01--01066--005
*****78.50 *****78.50

Re: Articles of Incorporation for Casa Lambretta USA, Inc.

To whom it may concern:

Attached are an original and a copy of the above reference documents and a check in the amount of \$78.50 in payment of the following fees: filing (\$35.00), Designation of Reg. Agent (\$35.00), and certified copy (\$8.50).

Please return certified copy to undersigned.

Thank you for your attention to this matter.

Sincerely yours,


John H. Pell

Cc: Alessandro MacKenzie

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
(In compliance with Chapter 607 and/or Chapter 602, F.S.)

OF

Casa Lambretta USA, Inc.

ARTICLE I - NAME

The name of this corporation is **Casa Lambretta USA, Inc.**

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**2100 Coral Way #301
Miami, FL 33145**

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue sixty (60) shares of common stock of One Dollar and 00/100 (\$1.00) par value.

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

**Alessandro MacKenzie
2100 Coral Way #301
Miami, FL 33145**

ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The

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number of directors may be increased or diminished from time to time, by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The name and post office addresses of the initial director of this corporation is:

Alessandro MacKenzie
2100 Coral Way #301
Miami, FL 33145

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

Alessandro MacKenzie
2100 Coral Way #301
Miami, FL 33145

ARTICLE IX - AMENDMENT

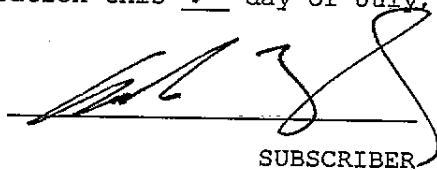
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by them at stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which

he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of July, 2001.


SUBSCRIBER

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

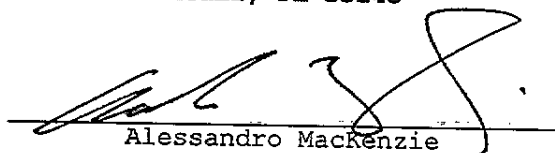
Pursuant to the provisions of Section 607,0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Casa Lambretta USA, Inc.
2. The name and address of the registered agent and office is:

Alessandro MacKenzie

2100 Coral Way #301

Miami, FL 33145


Alessandro MacKenzie

Date: 5th day of July, 2001.

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