D0/000084694

TRANSMITTAL LETTER



Department of State, Division of Corporations, P.O. Box 6327, Tallahassee, Florida 32314.

800004558008--3 -08/27/01--01092--008 *****70.00 ******70.00

SUBJECT:

THE COCCHI CORPORATION.

(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a money order for:

□ \$70.00 for Filing Fee.

From: François A. Bonetto,

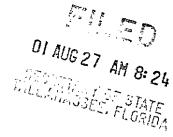
2300 Griffin Road, Suite 14,

Ft. Lauderdale,

Florida 33312-5961.

Tel.: Day (954) 620-7487 Eve (954) 962-3401

Thank You.



ARTICLES OF INCORPORATION

The undersigned Incorporators, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I: CORDORATE NAME: The name of the Corporation shall be

THE COCCHI CORPORATION.

ARTICLE II: DURATION:

This Corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III: DURDOSE:

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV: CAIDITAL STOCK:

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is ***6,000*** (six thousand) shares of common stock having a nominal value or par value of ***\$1.00*** (One dollar U.S.) per share.

ARTICLE V: INITIAL

DRINCIPAL OFFICE:

The street address of the initial principal office and, if different, the mailing address is:

THE COCCHI CORPORATION. 2300 Griffin Road, Suite 10-A, Ft. Lauderdale, Florida 33312

ARTICLE VI: INITIAL

REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered Agent is:

Daul Aldo Cocchi
2300 Griffin Road, Suite #10-A,

Ft. Lauderdale,

Florida 33312.

ARTICLE VII: INITIAL BOARD OF DIRECTORS:

This Corporation shall have one [1] 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 [1]. The name and address of the initial Director of the Corporation is as follow:

Paul Aldo Cocchi, 2300 Griffin Road, Suite #10-A, Ft. Lauderdale, Florida 33312.

ARTICLE VIII: INCORDORATORS:

The name and street address of the Incorporator signing these articles of Incorporation is as follow:

Paul Aldo Cocchi 2300 Griffin Road, Suite #10-A, Ft. Lauderdale, Florida 33312. The undersigned Incorporator has executed these Articles of Incorporation on this 23rd day of the month of August, A.D. 2001

Signature: aul Aldo Cocchi

NOTE: Affixing an Officer title after a signature of an Incorporator does not constitute the designation of Officers.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

DURSUANT TO THE DROVISIONS 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:

THE COCCHI CORPORATION.

2. The name and address of the registered Agent and office is:

Paul Aldo Cocchi, 2300 Griffin Road, Suite #10-A, It. Lauderdale, Florida 33312.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: Caul aldo Cocchi

Date: This 23rd day of August, A.D. 2001

DIVISION OF CORPORATIONS, TALLAHASSEE, FLORIDA 32314