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ACCOUNT NO. : 072100000032

REFERENCE : 068523 11489A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

2001 OCT 18 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : October 18, 2001

ORDER TIME : 10:30 AM

ORDER NO. : 068523-010

CUSTOMER NO: 11489A

100004641311--7

CUSTOMER: Steven P. Oppenheim, Esq
Oppenheim & Associates

Suite 1115
800 Brickell Ave.
Miami, FL 33131

DOMESTIC FILING

NAME: ZACCARIOTTO USA INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

RECEIVED
01 OCT 18 AM 11:26
DIVISION OF CORPORATION

JS
10/18/01

EFFECTIVE DATE

10/17/01

ARTICLES OF INCORPORATION

OF

ZACCARIOTTO USA INC.

2001 OCT 18 PM 1:43

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is: ZACCARIOTTO USA INC.

ARTICLE II - PURPOSE

This corporation is organized for the general purpose of transacting all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal place of business and the mailing address of the corporation is:

800 Brickell Avenue, Suite 1115
Miami, Florida 33131

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares, all of which
shall be Common Shares, \$.10 par value per share.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the Registered Agent's written acceptance of his appointment which is delivered to the Department of State, together with these Articles of Incorporation, the name and

address of the initial Registered Agent for the corporation is:

Steven P. Oppenheim
800 Brickell Avenue, Suite 1115
Miami, Florida 33131

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Steven P. Oppenheim
800 Brickell Avenue, Suite 1115
Miami, Florida 33131

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of the corporation.

ARTICLE VIII - COMMENCEMENT OF EXISTENCE

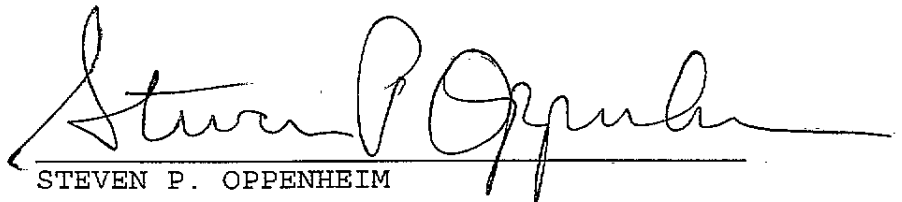
The corporate existence of the corporation shall commence on the date of execution of these Articles of Incorporation.

ARTICLE IX - AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

The undersigned incorporator has executed these Articles of Incorporation this 17th day of October, 2001.

Incorporator:

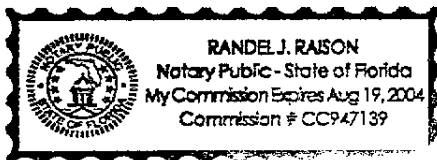

STEVEN P. OPPENHEIM

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

SS:

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared STEVEN P. OPPENHEIM, personally known to me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same for the purposed therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of October, 2001.



Randel J. Raison

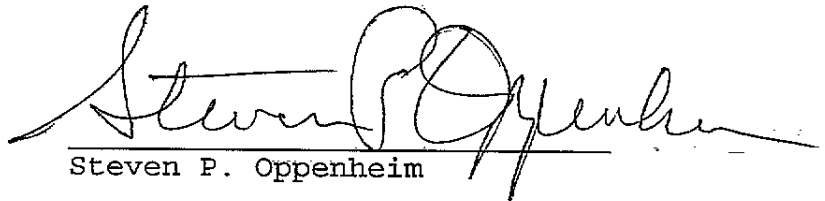
NOTARY PUBLIC, State of Florida at Large

My commission expires:

DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

Having been named in the Articles of Incorporation as Registered Agent to accept Service of Process for ZACCARIOTTO USA INC., with a registered office at 800 Brickell Avenue, Suite 1115, Miami, Florida 33131, I hereby accept 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.


Steven P. Oppenheim

DATED: October 17, 2001

2001 OCT 18 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA