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April 18, 2002

Florida Department of State
ATTN: Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

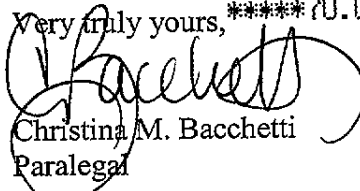
Re: Dalmatian Imports, Inc.

Dear Sir or Madam:

Enclosed please find for filing the original, executed Articles of Organization of Dalmatian Imports, Inc. Also enclosed please find a copy of the Articles, a check in the amount of \$70.00 to cover the filing fees and a self-addressed, stamped envelope. Kindly insert the filing information on the acknowledgement copy and return same to my attention in the envelope provided for your convenience.

Thank you for your attention to this matter. Please do not hesitate to contact me with any questions.

Very truly yours,


Christina M. Bacchetti
Paralegal

Enclosures

cc: Ms. Maia MaGee
Louis J. DiFronzo, Jr.
Mark A. Katzoff

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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F. GHESSER

APR 26

ATLANTA BOSTON CHICAGO HOUSTON LOS ANGELES NEW YORK SACRAMENTO SAN FRANCISCO WASHINGTON, D.C. BRUSSELS

ARTICLES OF INCORPORATION

OF

DALMATIAN IMPORTS, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 19 PM 12:13

The undersigned do hereby act as incorporators in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is **Dalmatian Imports, Inc.**

SECOND: The street address, wherever located, of the principal office of the corporation is 4770 Biscayne Blvd., Miami, Florida 33137.

The mailing address, wherever located, of the corporation is 4770 Biscayne Blvd., Miami, Florida 33137.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Mr. Neb Chupin, 4770 Biscayne Blvd., Miami, Florida 33137.

The name of the initial registered agent of the corporation at the said registered office is Neb Chupin.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporators and is made a part of these Articles of Incorporation.

FIFTH: The names and addresses of the incorporators are:

NAME:	ADDRESS:
Neb Chupin	631 Jefferson Ave., Apt. 403 Miami Beach, FL 33139
Maia Magee	P.O. Box 832

SIXTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to sell, pledge, assign, encumber, gift or other dispose or transfer any shares of any class of the corporation or any legal or beneficial interest therein, including by operation of law, or tender or transfer such shares in connection with any merger, recapitalization, reclassification, or tender or exchange offer (for all or any part of the shares of any class of the corporation) (any such action being referred herein as a "Transfer"), except in accordance with the provisions of this Article Seventh. If a shareholder desires to Transfer shares of the corporation, such shareholder shall first give written notice (a "Transfer Notice") thereof to the corporation and any other shareholder of the corporation, identifying the proposed transferee, the number of shares sought to be transferred (the "Offered Shares"), the proposed purchase price (the "Offered Price"), if applicable, the terms of the proposed transaction including the proposed transaction date and a copy of any written offer or other writing setting forth the terms and conditions of the proposed transaction. Such Transfer Notice shall constitute an irrevocable offer by the selling shareholder to sell all or any portion of the Offered Shares to the other shareholders of the corporation at the Offered Price and upon the same terms and conditions as the selling shareholder is willing to

sell the Offered Shares to the proposed transferee, including the date of the proposed transaction. To the extent the consideration proposed to be paid by the proposed transferee consists of property other than cash, the reasonable cash equivalent of such property, and the manner of determining the same, shall be stated in such Transfer Notice. Once given, a Transfer Notice may not be modified or amended except with the unanimous written consent of the other shareholders of the corporation. Each shareholder shall have the right to purchase that number of Offered Shares equal to or less than the product obtained by multiplying (i) the total number of shares of Offered Shares subject to the proposed transaction by (ii) a fraction (the "Pro Rata Amount"), the numerator of which is the total number of shares of all classes of the corporation held by such shareholder on the date of the Transfer Notice and the denominator of which is the total number of shares of all classes of the corporation then outstanding at the time of the Transfer Notice. The right shall be exercisable upon written notice (the "Acceptance Notice"), to the selling shareholder and the corporation within thirty (30) days after the selling shareholder provides the other shareholders with the Transfer Notice. The Acceptance Notice shall indicate the maximum number of shares each shareholder wishes to purchase on the terms and conditions stated in the Transfer Notice. In the event that the other shareholders elect to purchase less than the full amount of the Offered Shares, the selling shareholder shall send a second Transfer Notice to the shareholders that have sent Acceptance Notices indicating the number of shares of Offered Shares not subject to Acceptance Notices. Such shareholders shall then may then elect to purchase up their Pro Rata Amount of the remaining Offered Shares by sending a revised Acceptance Notice to the selling shareholder and the corporation within thirty (30) days after the selling shareholder provides the other shareholders with the new notice. In the event that the shareholders of the corporation elect to purchase less than the full amount of the Offered Shares, then the selling shareholder shall sell to the remaining shareholders the number of Offered Shares they have elected to purchase pursuant to Acceptance Notices, and the selling shareholder shall be free to Transfer the remaining Offered Shares within ninety (90) days of such sale to the shareholders to the original proposed transferee, at a price not lower than the Offered Price, and upon the terms stipulated in the Transfer Notice in all material respects. If such Offered Shares are not so disposed of by the selling shareholder within such ninety-(90) day period, the selling shareholder shall continue to hold such shares of stock of the corporation.

Notwithstanding the foregoing, a shareholder may Transfer shares of stock of the corporation among such shareholder's Family Group (as defined below) or by will or the laws of descent and distribution to such shareholder's Family Group ("Family Group" means an individual's spouse and lineal descendants and any trust, limited partnership, limited liability company or other fiduciary relationship solely for the benefit of such individual and/or such

individual's spouse and/or lineal descendants) provided that such Transferring shareholder sends a notice of such intended Transfer to the other shareholders of the corporation, and each other shareholder consents to the Transfer in writing within thirty (30) days of the date of such notice. The provisions of this Section SEVENTH shall not apply to an involuntary Transfer by operation of law.

EIGHTH: The purposes for which the corporation is organized are as follows:

To import products from countries around the world, specifically, but not limited to, Croatia.


To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

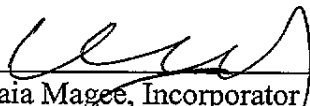
NINTH: The duration of the corporation shall be perpetual.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

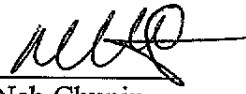


Neb Chupin, Incorporator



Maia Magee, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.



Neb Chupin
Secretary of Dalmatian Imports, Inc.
Date: 4/12/02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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