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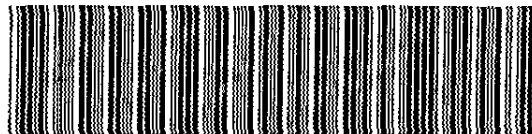
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Merger
LPS
10-13-03

THE LAW FIRM
FRANK • WEINBERG • BLACK, P.

STEVEN C. ELKIN
E-MAIL: SELKIN@FWBLAW.NET

October 1, 2003

Via U.S. Mail

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

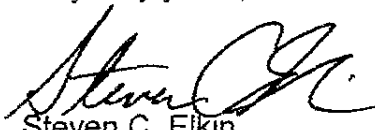
Re: Luna Bianca Usa, Inc. / Luna Bianca USA Corp.
My File No.: 10162.000

Dear Sir/Madam:

Enclosed for filing please find Articles of Merger with Plan of Merger Attached of the above-referenced corporations, as well as a check in the amount of \$78.75 representing the filing fee. Please file the Articles of Merger and return a certified copy to me. A stamped, self-addressed envelope is enclosed for your convenience.

Should you have any questions in this regard, please do not hesitate to contact me. Thank you.

Very truly yours,



Steven C. Elkin
For the Firm

SCE/ajl

Enclosures

cc: Fabrizio Volpino (w/o encl.)
Rick M. Lewinger (w/o encl., via U.S. Mail)

JAY R. BESH
DAVID W. BLA
BRAD E. COR
STEVEN W. DEUTS
STEVEN C. ELK
NEIL G. FRA
E. J. GENERO
BRUCE HURWI
LEE F. LASRI
RANDY J. NATHA
ROGER S. RATHBU
MARC A. SILVERMA
ROBERT T. SLATOF
STEVEN A. WEINBERG

ARTICLES OF MERGER
(Plan of Merger Attached)

FILED
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DIVISION OF CORPORATIONS

2003 OCT -6 PM 5: 23

of

LUNA BIANCA USA, INC., a New York corporation

with and into

LUNA BIANCA USA CORP., a Florida corporation


Pursuant to the provisions of Section 607.1101 et al. of the Florida Business Corporation Act ("Florida Act"), each of Luna Bianca USA, Inc., a New York corporation (the "Merging Corporation"), and Luna Bianca USA Corp., a Florida corporation (the "Surviving Company"), adopts the following Articles of Merger (the "Articles") and certifies as follows:

1. Luna Bianca USA, Inc., 2532 Bayview Drive, Fort Lauderdale, FL 33305; FEI Number: 13-4185385.
2. Luna Bianca USA Corp., 2532 Bayview Drive, Fort Lauderdale, FL 33305; FEI Number: 75-3117255; Florida Document Number: P03000057828.
3. A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by the Merging Corporation and the Surviving Company in accordance with the Florida Act. The Plan provides for the merger (the "Merger") of the Merging Corporation into the Surviving Company, with the Surviving Company being the surviving entity in the Merger.
4. The Plan was (i) adopted by the Board of Directors, and approved by the shareholders of the Merging Corporation, as of June 30, 2003, and (ii) adopted by the Board of Directors, and approved by the shareholders of the Surviving Company, as of June 30, 2003.
5. The Surviving Company shall be responsible for the payment of all fees of the Merging Corporation and will be obligated to pay such fees if same are not timely paid.
6. The Merger is not prohibited by the Articles of Incorporation or Bylaws of the Merging Corporation.
7. The Merger is not prohibited by the Articles of Incorporation or Bylaws of the Surviving Company.


8. These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed as of the 30th day of June, 2003, by each of their duly authorized representatives.

LUNA BIANCA USA, INC., as the Merging Corporation

By: 
Fabrizio Volpino, President

LUNA BIANCA USA CORP., as the Surviving Company

By: 
Fabrizio Volpino, President

PLAN OF MERGER

This Plan of Merger (the "Plan"), having been adopted on June 30, 2003 by Luna Bianca USA, Inc., a Florida corporation (the "Merging Corporation"), and on June 30, 2003 by Luna Bianca USA Corp., a Florida corporation (the "Surviving Company"), pertains to the merger of the Merging Corporation with and into the Surviving Company (the Merging Corporation and the Surviving Company shall be collectively referred to hereinafter as, the "Constituent Entities").

RECITALS

A. The Board of Directors and the Shareholders of the Constituent Entities have determined that it is advisable and in the best interest of the Constituent Entities and their shareholders that the Merging Corporation be merged (the "Merger") with and into the Surviving Company on the terms and subject to the conditions set forth herein.

B. The Surviving Company was incorporated in the State of Florida on the 27th day of May, 2003 under the name Luna Bianca USA Corp. and shall be the surviving corporation in the Merger.

C. The Merging Corporation was incorporated in the State of New York on the 8th day of August, 2001 under the name Luna Bianca USA, Inc. and shall be the merging corporation in the Merger.

D. The Merging Corporation has authorized one thousand (1,000) shares of common stock (the "Merging Common Stock"), of which one thousand (1,000) shares of Merging Common Stock are currently issued and outstanding. The issued and outstanding Merging Common Stock of the Merging Corporation is the only shares of the capital stock of the Merging Corporation outstanding and entitled to vote on the Merger. The outstanding shares are held as follows:

Fabrizio Volpino - One Thousand (1,000) shares of Merging Common Stock

E. The Surviving Company has authorized seven thousand five hundred (7,500) shares of common stock (the "Surviving Common Stock"), of which one thousand (1,000) shares of Surviving Common Stock are currently issued and outstanding. The issued and outstanding Surviving Common Stock of the Surviving Company is the only shares of the capital stock of the Surviving Company outstanding and entitled to vote on the Merger. The outstanding shares are held as follows:

Fabrizio Volpino - One Thousand (1,000) shares of Surviving Common Stock

ARTICLE I. **The Merger**

At the Effective Time (as defined in Article III(A) hereof), the Merging Corporation shall be merged with and into the Surviving Company in accordance with the Florida Business Corporation Act (the "Florida

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FL Bar No. 712566
Frank, Weinberg & Black, P.L.
7805 S.W. 6th Court
Plantation, FL 33324
(954) 474-8000

Volpino/plan of merger

Act"), and the separate existence of the Merging Corporation shall cease and the Surviving Company shall thereafter continue as the surviving entity under the laws of the State of Florida.

A. At the Effective Time, the Articles of Incorporation and Bylaws of the Surviving Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Company.

B. At the Effective Time, the officers and directors of the Surviving Company shall be the officers and directors of the Surviving Company until their successors are duly elected and have qualified.

ARTICLE II.

Manner and Basis of Converting Stock and Other Rights

At the Effective Time, the Merging Common Stock shall be exchanged for the Surviving Common Stock in the following manner:

Fabrizio Volpino shall exchange all of his shares of the Merging Common Stock for all of his shares of the Surviving Common Stock

Other than as set forth above, there are no rights to acquire interests, shares, obligations or other securities of the Merging Corporation or any of its members to be converted into rights to acquire interests, shares, obligations, other securities, cash or other property, in whole or in part, of the Surviving Company.

ARTICLE III.

Effect of Merger

A. The effective time of the Merger (the "Effective Time") shall be the date on which the Articles of Merger are filed with the Florida Department of State.

B. At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Corporation shall vest in the Surviving Company, and all debts, liabilities, duties and obligations of the Merging Corporation shall become liabilities and obligations of the Surviving Company.