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TALLAHASSEE, FLORIDA

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*Law Offices
of
Rosemarie A. Geronazzo, P.A.*

*Suite 300
225 N.E. Mizner Boulevard
Boca Raton, Florida 33432-2848*

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September 17, 2003

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

RE: PIEMME ITALIA, INC.

Dear Sir/Madam:

Enclosed herewith please find the originals and one copy of the Articles of Incorporation on the above-referenced corporation to be formed in Florida together with check numbered 3672 in the amount of \$78.75 representing the requisite fees payable to the Florida Department of State representing the corporate filing fees.

Please return a conformed copy of the Articles at your earliest convenience.

Should you have any questions, please advise immediately in order to avoid any further delay.

Sincerely,

ROSEMARIE A. GERONAZZO, P.A.

By: 
ROSEMARIE A. GERONAZZO, ESQUIRE

RAG/ag

Enclosures

ARTICLES OF INCORPORATION
OF
PIEMME ITALIA, INC.

I, the undersigned incorporator, a natural person competent to contract, desiring to form a corporation for profit, under the laws of the State of Florida, and in furtherance thereof, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

PIEMME ITALIA, INC.

ARTICLE II

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida and shall have such powers as enumerated in Chapter 607, Florida Statutes, the Florida General Corporation Act, and without limiting the generality of the foregoing:

A. To engage in each and every aspect of the sale and distribution of personal property.

B. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property and services of every class, kind and description.

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C. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, in the State of Florida and in all other states and countries.

D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and otherwise evidences of indebtedness, and execute mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

E. To purchase the corporate assets of any other corporation and engage in the same or other business.

F. To guarantee, invest, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bond, securities, or other evidences of indebtedness, created by any other corporation of the State of Florida or any other State or Government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

G. In general, to carry on any business and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed hereunder, and to do any and all of the things hereinbefore set forth as principal, agent, partner, or otherwise, either along or in conjunction with others in or without the State of Florida.

ARTICLE III

DURATION

This corporation shall exist perpetually commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue and which the corporation is authorized to have outstanding at any one time is one hundred (100) shares; such shares shall have a par value of One (\$1.00) Dollar and shall be designated as "Common Shares".

The Board of Directors shall have the power and the authority to prescribe the consideration to be paid to the corporation in exchange for the issuance and disposal of its capital stock. Stock certificates shall not be valid unless signed and issued by the President and attested to by the Secretary, who shall affix thereon the corporate seal.

ARTICLE V

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Rocchina Santini	1%
Marcello Pepini	33%
Maurizio Ciambottini	33%
Marco Presciutti	33%

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders, if any, or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE VI

SHAREHOLDER STOCK PURCHASE RIGHTS

Every shareholder, upon the sale for cash of any new shares of stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase their pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL PRINCIPAL OFFICE ADDRESS

The initial address of the principal office of this corporation is:

140 N.E. 28th Avenue #509, Pompano Beach, Florida 33062

The Board of Directors shall have the power and the authority to establish branch offices and the places of business of this corporation at any place in the State of Florida, or in any state, territory, or district of the United States, or in any foreign country, as they may deem necessary for the best interests of the corporation.

ARTICLE VIII

INITIAL REGISTERED AGENT

The initial registered agent of this corporation and their address is as follows: Rocchini Santini at 140 N.E. 28th Avenue #509, Pompano Beach, Florida 33062.

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Rocchini Santini at 140 N.E. 28th Avenue #509, Pompano Beach, Florida 33062.

ARTICLE X

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 in accordance with the By-Laws adopted by the Board of Directors of this corporation, but shall never be less than one (1). The name and street addressee of the initial director of this corporation is: Rocchini Santini at 140 N.E. 28th Avenue #509, Pompano Beach, Florida 33062.

The Board of Directors shall have the authority and the power adopted By-Laws which govern the operation of the business of this corporation, and to thereafter amend same from time to time if deemed necessary by the Board of Directors.

ARTICLE XI

INITIAL OFFICERS

The names and post office addresses of the initial officers of this corporation who shall hold office for the first year of the corporation's existence or until their successors have been elected are as follows:

Rocchini Santini	President
Marcello Pepini	Vice-President
Maurizio Ciambottini	Secretary
Marco Presciutti	Treasurer

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officers or directors, or any former officers or directors, to the fullest extent permitted by law.

ARTICLE XIII

SPECIAL PROVISIONS

No contract or other transactions between the corporation and any other corporation, or individuals, shall, in the absence of fraud, be affected or invalidated by the fact that one or more of the Directors or Officers of this corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such corporation, person or persons, and each and every who may become a director of the corporation, is hereby relieved from any liability that might otherwise exist from such contracting with the corporation, for the benefit of himself or any firm, association or corporation which he may be in anywise interested. Any Director of the corporation may vote any contract

or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended or repealed as provided by law, and all rights conferred upon stockholders herein are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereat, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain Amendment to these Article of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 17th day of September, 2003.

WITNESS:

Melissa L. Epstein
Melissa L. Epstein
[Signature]

INCORPORATOR:

Rocelma Santini

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DESIGNATION OF REGISTERED
AND REGISTERED AGENT
AND ACCEPTANCE THEREOF

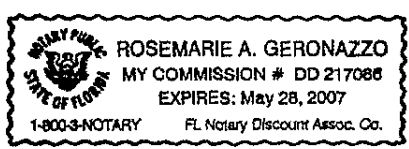
Pursuant to Chapter 607, Florida Statutes, the following is submitted:

1. **PIEMME ITALIA, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Boynton Beach, Florida has named **Rocchina Santini**, 140 N.E. 28th Avenue #509, **Pompano Beach, Florida 33062** its agent to accept service of process within this State.

2. Having been named to accept service of process for the above-named corporation at the place designed in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping said office open.

Rocchina Santini

As providing proof as to his/her identity by using a valid driver's license, this instrument was SWORN TO AND SUBSCRIBED before me by Rocchina Santini, on this 17th day of September, 2003, who took an oath.



[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
PLEASE PRINT NAME

NOTARY COMMISSION NUMBER

My commission expires:

(Notary Seal)