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From:

Account Name : AKERMAN SENTERFITT - TAMPA
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FLORIDA PROFIT CORPORATION OR P.A.

AB.M. USA CORPORATION

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ARTICLES OF INCORPORATION OF AB.M. USA CORPORATION

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: **AB.M. USA CORPORATION**

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

PRINCIPAL OFFICE	MAILING ADDRESS
Piazza del Popolo 37, 33078 San Vito al Tagliamento - Pordenone Italy	Piazza del Popolo 37, 33078 San Vito al Tagliamento - Pordenone Italy

ARTICLE III

Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue 100 shares, which shall be designated Common Stock.

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ARTICLE V

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor or successors have been duly elected and qualified. The name and street address of the initial member is:

<u>Name and Title</u>	<u>Address</u>
Alessio Bartolami, Director	Via Pordenone 45, 33078 San Vito al Tagliamento - Pordenone Italy

ARTICLE VI

Registered Office and Registered Agent

The street address of this corporation's initial registered office in Florida is 103 N. Meridian Street, Tallahassee, Florida 32301, and the name of its initial registered agent is CorpDirect Agents, Inc. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Harry P. Teichman, Esq.	100 S. Ashley Drive, Suite 1500 Tampa, Florida 33602

ARTICLE VIII

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

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ARTICLE IX

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

Dated this 23rd day of January, 2004.



Harry P. Teichman, Incorporator

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AB.M. USA CORPORATION

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

Having been appointed the registered agent of **AB.M. USA CORPORATION**, the undersigned accepts such an appointment, agrees to act in such capacity, and accepts the obligations proposed by Section 607.0601, Florida Statutes. The undersigned is familiar with and accepts the duties and obligations of such position.

Dated this 23rd day of January, 2004.

CorpDirect Agents, Inc.

By: SV 3 L, *Assistant Secretary*

Its: Agent

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