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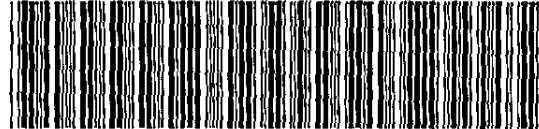
(Business Entity Name)

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TRANSMITTAL LETTER

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

2005 JAN 31 PM 3:23

TALLAHASSEE FLORIDA

SUBJECT: BISAZZA US PROPERTIES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) Copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$87.50
Filing Fee	Filing Fee	Filing Fee	Filing Fee,
	& Certificate of Status	& Certified Copy	Certified Copy,
			& Certificate
			of Status

ADDITIONAL COPY REQUIRED

FROM: W. J. STANTON, P.A.
EXECUTIVE MANAGING DIRECTOR
Name (Printed or Typed)

ZP&W CARNEY STANTON LLC
999 PONCE DE LEON BLVD., PH 1110

Address

CORAL GABLES, FL 33134
City, State & Zip

(305) 444-5565
Daytime Telephone Number

ARTICLES OF INCORPORATION

OF

BISAZZA US PROPERTIES, INC.

2005 JAN 31 PM 3:23

ALLA, MIAMI BEACH, FLORIDA

THE UNDERSIGNED incorporator, for purposes of forming a Florida corporation under the Business Corporation Act (Florida Statutes, Chapter 607), hereby adopts the following Articles of Incorporation:

FIRST ARTICLE – NAME

The name of the corporation is: **BISAZZA US PROPERTIES, INC.** (the "Corporation").

SECOND ARTICLE – PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office address and mailing address of the Corporation is:

3540 N.W. 72ND Avenue
Miami, Florida 33122

THIRD ARTICLE- NUMBER OF AUTHORIZED SHARE OF STOCK

The Corporation is authorized to issue 1,000,000 shares of common stock having a par value of \$.01 per share.

FOURTH ARTICLE – INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Company's initial registered agent street address of the initial registered office is:

Carney Legal Group., P.A.
901 George Bush Boulevard
Delray Beach, FL 33483

FIFTH ARTICLE – NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of the Corporation is:

Walter J. Stanton III
999 Ponce de Leon Blvd., PH 1110
Coral Gables, FL 33134

SIXTH ARTICLE – NUMBER OF DIRECTORS

The Corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws, but shall never be less than one (1).

SEVENTH ARTICLE – NAME

The name of the initial directors who shall hold office until the earlier of their resignation, removal or replacement is:

Giampiero Bisazza
James A. Gorsuch

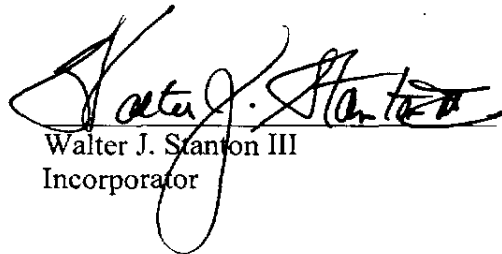
EIGHTH ARTICLE – PURPOSE OF CORPORATION

The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

NINTH ARTICLE – DATE OF CORPORATE EXISTENCE

The corporate existence of the Corporation shall commence on January 31, 2005.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 26th day of January, 2005.


Walter J. Stanton III
Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FORGOING CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 26 DAY OF JANUARY, 2005.

CARNEY LEGAL GROUP, P.A.

By: 

Thomas F. Carney, Jr.
President

2005 JAN 31 PM 3:23
ALLAPOSTOLIC FLORIDA