

P950000/1303

TRANSMITTAL LETTER

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

000001393060
-02/07/95--01043--005
*****78.75 *****78.75

SUBJECT: MAJOLICA d'ITALIA Inc.
(Proposed corporate name - must include suffix)

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

- \$70.00
Filing Fee
- \$78.75
Filing Fee
& Certificate
- \$122.50
Filing Fee
& Certified Copy
- \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: JOSEPH E. NATOLI
Name (printed or typed)

141 CRANDON BLVD.
Address

KEY BISCAYNE, FLORIDA 33149
City, State & Zip

305-365-0487
Daytime Telephone number

FILED
 95 FEB -6 PM 4: 13
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

*Dmy
2/9/95*

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF

MAJOLICA d'ITALIA Inc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: MAJOLICA d'ITALIA Inc.

ARTICLE II - PRINCIPAL OFFICE

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

11510 Biscayne Blvd., Miami Florida 33181

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **One Thousand**

ARTICLE IV - REGISTERED AGENT

The name and address of the initial registered agent is:

Joseph F. Natoli- 141 Crandon Blvd. Apt.235, Key Biscayne, Fl. 33149

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

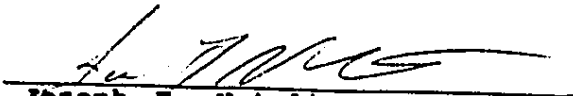
Joseph F. Natoli-141 Crandon Blvd. Apt.235, Key Biscayne, Fl. 33149
Marco Margaritelli 7730 Coquina Dr.North Bay Village, Miami Fl.33141
Velia Margaritelli 7730 Coquina Dr.North Bay Village, Miami Fl.33141

ARTICLE VI - OFFICERS

The Officers of the Corporation are as follows:

Chief Executive Officer - Joseph F. Natoli
President - Marco Margaritelli
Secretary - Velia Margaritelli

The undersigned incorporator has executed these Articles of Incorporation
this the 1st day of February, 1995



Joseph F. Natoli



Marco Margaritelli



Vella Margaritelli

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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95 FEB -6 PM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

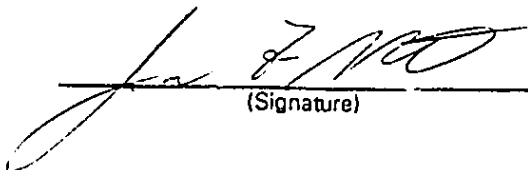
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MAJOLICA d'ITALIA Inc.

2. The name and address of the registered agent and office is:

JOSEPH F. NATOLI
(Name)
141 CRANFON BLVD. APT 235
(P.O. Box not acceptable)
MIAMI FLORIDA 33149
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


(Signature)

2/1/95
(Date)