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March 24, 1995

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

000001441040
-03/28/95--01039--009
***122.50 ***122.50

RE: D'ARCANGELI INTERNATIONAL MANAGEMENT
AND INVESTMENT LTD CORP.

Dear Sir:

Enclosed please find the following:

1. Articles of Incorporation for D'ARCANGELI INTERNATIONAL MANAGEMENT AND INVESTMENT LTD CORP.
2. Designation and Acceptance of Registered Agent.
3. Check in the amount of \$122.50, representing the costs for filing the Articles of Incorporation and Designation and Acceptance of Registered Agent.

Thank you for your prompt attention with regard to this matter.

MAR 29 1995 BSB

Very truly yours,


LAWRENCE JOHN MIANO, P.A.
For the firm

LJM:dr
Encls.

FILED
95 MAR 29 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
95 MAR 27 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

D'ARCANGELI INTERNATIONAL MANAGEMENT
AND INVESTMENT LTD CORP.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is D'ARCANGELI INTERNATIONAL
MANAGEMENT AND INVESTMENT LTD CORP.

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each share having the par value of \$5.00 per share.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$500.00.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

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

2851 South Ocean Boulevard
Apartment 3-V
Boca Raton, Florida 33432

ARTICLE VII

The corporation shall have ONE director(s) initially, whose names and street addresses are as follows:

Alessandro D'Arcangeli
2851 South Ocean Boulevard
Apartment 3-V
Boca Raton, Florida 33432

ARTICLE VIII

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

Allessandro D'Arcangeli
2851 South Ocean Boulevard
Apartment 3-V
Boca Raton, Florida 33432

ARTICLE IX

The name and address of the Registered Agent of this corporation is as follows:

Lawrence John Miano, P.A.
110 Tower - Suite 1630
110 S.E. 6th Street
Ft. Lauderdale, Florida 33301

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of

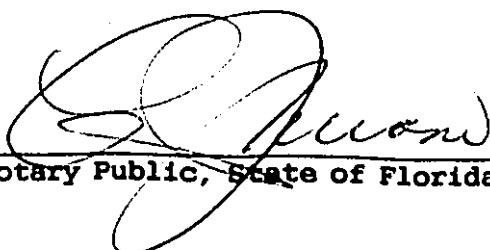
Incorporation under the laws of the State of Florida, this 20 th day of March, 1995.


ALESSANDRO D'ARCANGELI

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set for the above, personally appeared ALESSANDRO D'ARCANGELI known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this 20 day of MARCH, 1995.


Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
LAWRENCE JOHN MIANO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC348110
MY COMMISSION EXP. FEB. 14, 1998

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statute §607.0501, 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:

The name of the corporation is: D'ARCANGELI
INTERNATIONAL MANAGEMENT AND INVESTMENT LTD CORP.

The name of the Registered Agent is:

LAWRENCE JOHN MIANO, P.A.

The address of the Registered Agent/registered office is:

110 Tower- Suite 1630
110 S.E. 6th Street
Fort Lauderdale, FL 33316

ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above corporation, I hereby accept this 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.



LAWRENCE JOHN MIANO, P.A.
Registered Agent for
D'ARCANGELI INTERNATIONAL
MANAGEMENT AND INVESTMENT
LTD CORP.

FILED
95 MAR 27 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA