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Reply to Miami Office

April 24, 1995

State of Florida
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

Re: TUTTO ITALIANO CORPORATION and ACCESSORY EXPRESS, INC. Filing

Dear Sir or Madame:

Enclosed find the Articles of the two above referenced corporations for filing and a check for \$245.00 representing the required filing fees. Please return the certificates and certified copies to me by federal express. I have enclosed two airbills to be billed to me for that purpose.

I thank you for your prompt attention to this matter.

All Italian Very Truly Yours,

[Signature]
Cesar Gomez

FILED
MAY 25 1995
MIR:32

Enc.
Cesar Gomez GAVE
CORRECTION BY PHONE TO
CORRECT English Translation
DATE 5/1/95
DOC. EXAM BSB

600001464926
-04/26/95--01033--001
****245.00 ****122.50

MAY 1 1995, BSB

ARTICLES OF INCORPORATION
OF
TUTTO ITALIANO CORPORATION

FILED
APR 25 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name and mailing address of the Corporation is Tutto Italiano Corporation and 8180 N.W. 36th Street #409, Miami, FL 33166, respectively.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a one cent (\$.01) par value per share.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be 1428 Brickell Avenue, Miami, FL 33166, and the initial registered agent of this Corporation at such office shall be Cesar Gomez, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process, and with the provisions of Section 607.0505, Florida Statutes, as amended from time to time, with respect to his duties as registered agent.

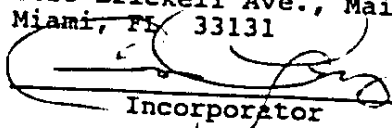
ARTICLE VI- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than two nor more than five. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Alejandro Lopez	8180 N.W. 36th Street #409 Miami, FL 33166

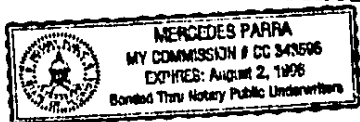
ARTICLE VII - INCORPORATOR

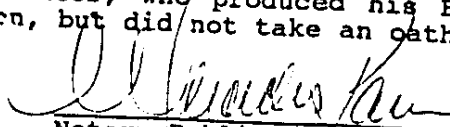
The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Cesar Gomez, Esq.	1428 Brickell Ave., Main Floor Miami, FL 33131
	 _____ Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation of Tutto Italiano Corporation were acknowledged before me this 15th day of March, 1995 by Cesar Gomez, as Incorporator, who produced his Florida drivers license as identification, but did not take an oath.





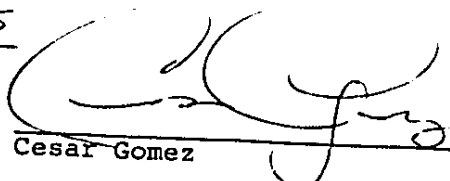
Notary Public

My commission expires :

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Tutto Italiano Corporation at the place designated in the Articles of Incorporation, Cesar Gomez, agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505.

Date: March 15, 1995



Cesar Gomez