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TRANSMITTAL LETTER

95 MAY 17 AM 8:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

SUBJECT: ITALIMPEX

Enclosed is the original and one (1) copy of the Articles of
Incorporation of ITALIMPEX INC. and a check in the amount of
\$122.50

FROM: DOMENICO PORPIGLIA
13372 S.W. 128TH STREET
MIAMI, FLORIDA 33186

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ITALIMPEX INC.

THE UNDERSIGNED, have executed the following documents as incorporators of the above named corporation, a corporation organized under the law of the State of Florida, and all rights, duties and obligations of the undersigned incorporators, and those of the corporation, are to be determined with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

ITALIMPEX INC.

ARTICLE II

This corporation shall commence existence upon filing of those Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature and purpose of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and the things therein mentioned, as fully and to the same extent as natural person might do. viz:

1.) Transact any and all lawful business
2.) Said Corporation shall have further power:

To have perpetual succession by its corporate name;

To sue and be sued, complain and defend in its corporation name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, issue, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, created a security interest in, lease, exchange, transfer, and otherwise dispose of all and any part of its properties and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statue #607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, share of other interest in, or obligations of other domestic or foreign corporations, associations, partnerships, or individuals or direct or indirect obligations of the Unites States or any other government, state, territory, governmental district, or municipality or any instrumental thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rate of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its properties, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state;

To elect and appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State for the administration;

To make donation for the public welfare or for charitable, scientific or educational purposes;

To transfer any lawful business which the Board of Directors shall find will be in aid of government policy;

To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manage of any corporation, partnership, joint venture, trust, or other enterprises;

To have and exercise all powers necessary or convenient to affect its purposes;

To indemnify any person who by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute #707.0141;

ARTICLE IV

The aggregate number of share which the corporation shall have authority to issue the total sum of 100 Shares having an individual par value of \$1.00;

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only on (1) class of stock of this corporation

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

JACQUES SALNAVE
7901 S.W. 104TH STREET H-113
MIAMI, FLORIDA 33156

The initial Board of Director shall consist of Three (3) persons and the name and address of the persons who are to serve as initial Directors of the corporation is:

DOMENICO PORPIGLIA.....PRESIDENT
13372 S.W. 128TH STREET
MIAMI, FLORIDA 33186

ANDREA MORELLI.....VICE-PRESIDENT
13372 S.W. 128TH STREET
MIAMI, FLORIDA 33186

FABRIZIO CATTANEO.....TREASURY/SECRETARY
13372 S.W. 128TH STREET
MIAMI, FLORIDA 33186

WITNESS WHEREOF, the undersigned incorporators have executed the Articles of Incorporation this 15th Day of May 1995.


DOMENIC PORPIGLIA


FABRIZIO CATTANEO


ANDREA MORELLI

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorize to take acknowledgement in the State and County set forth above, personally appeared DOMENICO PORPIGLIA, ANDREA MORELLI and FABRIZIO CATTANEO known to me to the persons who executed the forgoing Articles of Incorporation, and acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 15th Day of May 1995.

My commission expires: 5/2/97.

Edouard Valme Jr.
NOTARY PUBLIC
STATE OF FLORIDA

OFFICIAL NOTARY SEAL
EDOUARD VALME JR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC282090
MY COMMISSION EXP. MAY 2, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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.

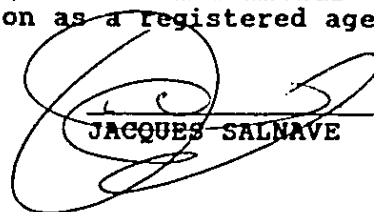
The name of the corporation is:

ITALIMPEX INC.
13372 S.W. 128TH STREET
MIAMI, FLORIDA, 33186

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

JACQUES SALNAVE
7901 S.W. 104TH STREET H-113
MIAMI, FLORIDA 33156

Having been named as registered agent and to accept services 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 a registered agent.


JACQUES SALNAVE