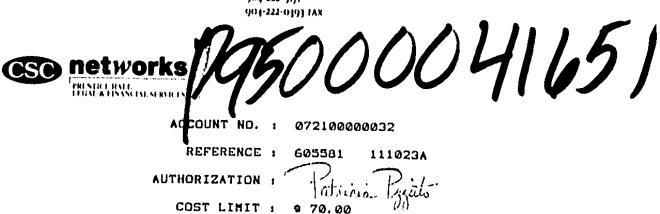
1201 HAYS STREET
TANAMASSEE, TL 32301
904-222-9171
0014-222-0103 FAX

800-142-8086



ORDER DATE : May 25, 1995

ORDER TIME : 9:10 AM

CERTIFORM TO A TRACK THE SECRET

ORDER NO. : 605581

CUSTOMER NO: 111023A

CUSTOMER: Richard Jagusztyn, Cps RICHARD JAGUSZTYN, CPA

> Suite 200 701 East Commercial Boulevard Ft. Lauderdale, FL 33334

DOMESTIC FILING

NAME: ITALCORP, INC.

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper
EXAMINER'S INITIALS: MAY 2 4 1995

BSb

FILED 95 MAY 26 PM 1:34 SECRETARY OF STATE TALLAHASSEC, FLORIDA

ARTICLES OF INCORPORATION

OF

ITALCORP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: ITALCORP, INC.

. .

The address of the principal office of this corporation shall be 701 East Commercial Boulevard, Suite 200, Ft. Lauderdale, Florida 33334, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Micheline Elguiz-Modiano Dir./Pres.

701 East Commercial Boulevard Suite 200 Ft. Lauderdale, FLorida 33334

ARTICLE VII. INCORPORATOR

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

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has horeunto set their hand and seal of Corporation Service Company, on May 26, 1995.

CORPORATION SERVICE COMPANY

By: According Tes Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Dan Vier

TLR/dks