

M. TACHIBANA, C.P.A., P.A.

MEMBER - AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS • FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

August 31, 1995

P95000069259

SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
P.O. Box 6327
TALLAHASSEE, FL 32314

SEP 5 1995
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

Dear Sir

Enclosed please find the Articles of
Incorporation of LAGENTE USA, INC. and
a check in the amount of \$122.50 payable
to Secretary of State.

3000001578508
-09/06/95--01061--007
***122.50 ***122.50

After approval by you, please send the
Articles back to :

M. TACHIBANA, CPA, PA
1000 QUAYSIDE TERR. #1608
MIAMI, FLORIDA 33138

Very truly yours,

M. Tachibana, CPA

10651 N. KENDALL DRIVE • SUITE 108 • MIAMI, FLORIDA 33173 • (305) 895-4000
MAILING ADDRESS: 1000 QUAYSIDE TERR. #1608, MIAMI, FLORIDA 33138
FAX: (305) 895-4040

SHARON L. TALA
SEP 11 1995

ARTICLES OF INCORPORATION
OF
LAGENTE USA, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is LAGENTE USA, INC. The mailing address of this corporation is 1492 Lincoln Terrace #3, Miami Beach, Florida 33139.

ARTICLE II - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of Florida and the United States.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value Common Stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1492 Lincoln Terrace #3, Miami Beach, Florida 33139 and the name of the initial registered agent of this corporation at this address is Gherardo Mazzoni.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Gherardo Mazzonei
1492 Lincoln Terrace #3
Miami Beach, FL 33139

Davide Dallomo
1492 Lincoln Terrace #3
Miami Beach, FL 33139

ARTICLE VIII - INCORPORATOR

The names and addresses of the people signing these Articles of Incorporation are:

Gherardo Mazzonei
1492 Lincoln Terrace #3
Miami Beach, FL 33139

Davide Dallomo
1492 Lincoln Terrace #3
Miami Beach, FL 33139

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscribed have executed these Articles of Incorporation on 31st day of August, 1995.

Gherardo Mazzonei, Subscriber

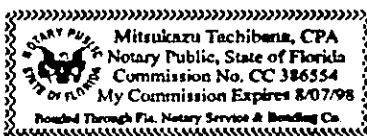
Davide Dallomo, Subscriber

State of Florida)
) ss
County of Broward)

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Gherardo Mazzonei and David Dallomo known to me and known by me to be the people who executed the foregoing Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on this 31st day of August, 1995.

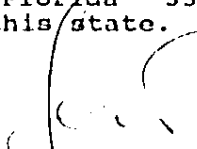
Mitsukazu Tachibana
Notary Public
State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

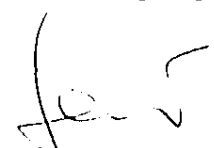
In pursuance of Chapter 48.091 Florida Statutes,
the following is submitted in compliance with said Act:

That LAGENTE USA, INC. desiring to organize under
the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at the city of Miami
Beach, County of Dade, State of Florida, has named Gherardo Mazzone
at 1492 Lincoln Terrace #3, Miami Beach, Florida 33139 as its
agent to accept service of process within this state.


Gherardo Mazzone, President
31st August 1995

ACKNOWLEDGEMENT:

Having been named to accept service of process
for the above stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.


Gherardo Mazzone
31st August, 1995