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CORPORATION(S) NAME

BORTOLATTI ENTERPRISES, INC.

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**ARTICLES OF INCORPORATION OF
BORTOLATTI ENTERPRISES, INC.**

ARTICLE I - NAME

The name of the corporation shall be BORTOLATTI ENTERPRISES, INC.

ARTICLE II - PURPOSE AND DURATION

The Corporation may engage in any lawful business permitted by the laws of Florida and the United States of America and shall exist perpetually.

ARTICLE III - CAPITAL STOCK

The Corporation shall have authority to issue 5,000 shares of common stock of \$1.00 par value.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address of the principal office of the corporation shall be 2833 Bird Avenue, Coconut Grove, Florida 33133.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The registered agent shall be MARK J. LaBATE, whose street address is 101 N.E. 3rd Avenue, Suite 300, Ft. Lauderdale, Florida 33301.

ARTICLE VI - INCORPORATOR

The name of the incorporator is MARK J. LaBATE, whose street address is 101 N.E. 3rd Avenue, Suite 300, Ft. Lauderdale, Florida 33301.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (2) persons, whose names and street addresses are:

PIETRO BORTOLATTI

2833 Bird Avenue
Coconut Grove, Florida 33133

GERARD BERKOUKCHI

2833 Bird Avenue
Coconut Grove, Florida 33133

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ARTICLE IX - BYLAWS

The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors may not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically state that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has set forth his hand and seal this 7th day of February, 1996.


MARK J. LaBATE/Incorporator

DESIGNATION OF AND ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF BORTOLATTI ENTERPRISES, INC.

BORTOLATTI ENTERPRISES, INC., by and through its sole incorporator, MARK J. LaBATE, hereby designates MARK J. LaBATE as its initial registered agent, and designates his office, whose street address is 101 N.E. 3rd Avenue, Suite 300, Ft. Lauderdale, Florida 33301, as the initial registered office of the corporation.

BORTOLATTI ENTERPRISES, INC.


By: MARK J. LaBATE/Incorporator

I, MARK J. LaBATE, an Attorney licensed to practice law in the State of Florida, being familiar with the obligations and responsibilities of a registered agent of a corporation, hereby accept the same.


MARK J. LaBATE, ESQ.

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NAME: BORTOLATTI ENTERPRISES, INC.
FAX AUDIT NUMBER: H960000008286 CURRENT STATUS: REQUESTED
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BORTOLATTI ENTERPRISES, INC.

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Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation as follows:

FIRST: AMENDMENT(S) ADOPTED:

ARTICLE EIGHTH: Article VIII, of the Articles of Incorporation of BORTOLATTI ENTERPRISES, INC. shall be amended to resign PIETRO BORTOLATTI as a Board of Director; resign GERARD BERKOURCHI as a Board of Director.

SECOND: AMENDMENT(S) ADOPTED:

ARTICLE EIGHTH: Article VIII, of the Articles of Incorporation of BORTOLATTI ENTERPRISES, INC. shall be amended to appoint JUDITH P. LEON as Director, and JACQUES ARDISSON as Director.

THIRD: AMENDMENT(S) ADOPTED:

ARTICLE SEVENTH: Article VII of the Articles of Incorporation of BORTOLATTI ENTERPRISES, INC. shall be added. The title of Article VII shall be OFFICERS.

FOURTH: AMENDMENT(S) ADOPTED:

ARTICLE SEVENTH: Article VII of the Articles of Incorporation of BORTOLATTI ENTERPRISES, INC. shall add the following Officers as follows:

JUDITH P. LEON	- President, Secretary
JACQUES ARDISSON	- Vice President, Treasurer

THIRD: THE DATE OF ADOPTION OF THE AMENDMENT(S) WAS: 06/12/96

FOURTH: ADOPTION OF AMENDMENT (CHECK ONE)

1 The amendments were adopted by the shareholders entitled to vote unanimously.

Prepared By: Corey Hoffman

FBN. 229 776

3250 Mary St. #400

Coconut Grove, FL 33133

305-442-4333

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There are no members or members
entitled to vote on the amendment.
The amendment(s) was (were) adopted
by the Board of Directors.

FIFTH: EFFECTIVE DATE OF AMENDMENTS

These Amendment(s) shall be effective upon the
filing with the Secretary of State of Florida.

DATED June 12, 1996.

BORTOLATTI ENTERPRISES, INC.

Judith F. Leon
JUDITH F. LEON, President

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