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Chapter Number Only

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Ramani G.T.

999 Ponce de Leon Blvd #105

Coral Gables FL 33134

City State ZIP Phone

441-8811A

VALIDATION ONLY

FILED
96 MAR -8 PM 1:34
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Dill Pickle (USA), INC.



Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reservation	<input type="checkbox"/> Certificate Under Seal	
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk-In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

F. CHESLER MAR 8 1996

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DILL PICKLE (USA), INC.

The undersigned subscriber to these Articles of Incorporation,
a natural person competent to contract, hereby organizes and
incorporates a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is: **DILL PICKLE (USA), INC.**

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted
under the law of the United States or of this State.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to
have outstanding at any one time is One Hundred (100) Shares of
common stock having a nominal or par value of (\$1.00) per share.

ARTICLE IV

INITIAL STOCK

The amount of capital with which this corporation will begin
business with One Hundred Dollars (\$100.00).

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ARTICLE V

BEGINNING OF CORPORATION EXISTENCE

The date of corporate existence shall be the time of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

ADDRESS

The initial post office address of the principal office is:
780 Northeast 69th Street, Apt. 904, Miami, Florida 33138.

ARTICLES VIII

DIRECTORS

This corporation shall have two (2) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but there shall always be at least one (1) director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which said person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation

shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such firm or corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation, or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE IX

INITIAL DIRECTOR

Mr. Peter Pompei Balestra
780 Northeast 69th Street
Apt. 904
Miami, Florida 33138

Mr. Fiorenzo Bresolin
780 Northeast 69th Street
Apt. 904
Miami, Florida 33138

ARTICLE X

The initial officers of the corporation are as follows:

Mr. Peter Pompei Balestra - President
780 Northeast 69th Street
Apt. 904
Miami, Florida 33138

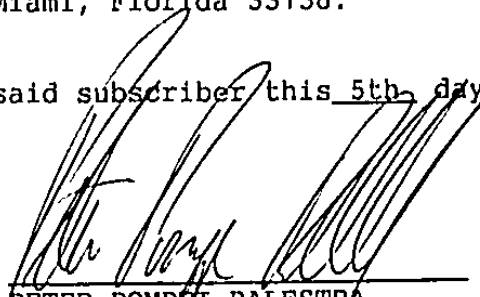
Mr. Fiorenzo Bresolin - Vice President, Secretary
780 Northeast 69th Street
Apt. 904
Miami, Florida 33138

ARTICLE XI

INITIAL SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation is Mr. Peter Pompei Balestra, 780 Northeast 69th Street, Apt. 904, Miami, Florida 33138.

WITNESS the hand and seal of said subscriber this 5th day of March, 1996.




PETER POMPEI BALESTRA

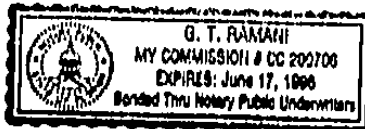
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Peter Pompei Balestra, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to the law that they made and subscribed the same for the uses and purpose therein mentioned and set forth.

IN WITNESS WHEREFORE, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 5th day of March, 1996.



NOTARY PUBLIC



MY COMMISSION EXPIRES:

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent and Registered Office of the Corporation shall be: Mr. Peter Pompei Balestra, 780 Northeast 69th Street, Apt. 904, Miami, Florida 33138.

IN WITNESS WHEREOF, I the undersigned, being the original Registered Agent to accept service of process for the corporation hereinabove named, do hereby accept the appointment as Registered Agent for said corporation, agree to comply with the provision of

said Act relative to keeping open said office and hereunto set hand and/or seal this 5th day of March, 1996.


PETER POMPEI BALESTRA

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that Dill Pickle (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 City of Miami, County of Dade, State of Florida has named Peter Pompei Balestra, 780 Northeast 69th Street, Apt. 904, Miami, Florida 33138, as its agent to accept service of process with this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at 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.


PETER POMPEI BALESTRA