P96000054272

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

____ of ____ № 53114

RE: Maria Grazia Kapitanda Inc.

NAME ____
FIRM ____
ADDRESS ____

PHONE ( ) ____

Service: Top Priority ____ Regular ____
One Day Service Two Day Service

To us via ____ Return via ____

Meter No.: ____ Express Mail No. ____

State Fee $ ____ Our $ ____

	CO. FEE	DISBURSED
____ Capital Express™		
✓ Art. of Inc. File		
____ Corp. Record Search		
____ Ltd. Partnership File		
____ Foreign Corp. File		
✓ ( ) Cert. Copy(s)		
____ Art. of Amend. File		
____ Dissolution/Withdrawal		
____ O U S.		
____ Fictitious Name File		
____ Name Reservation		
____ Annual Report/Reinstatement		
____ Reg. Agent Service		
____ Document Filing		
____ Corporate Kit		
____ Vehicle Search		
____ Driving Record		
____ Document Retrieval		
____ UCC 1 or 3 File		
____ UCC 11 Search		
____ UCC 11 Retrieval		
____ File No.'s, ____ Copies		
____ Courier Service		
____ Shipping/Handling		
____ Phone ( )		
____ Top Priority		
____ Express Mail Prep.		
____ FAX ( ) pgs.		
SUBTOTALS		

800001875878
-06/26/96--01038--006
****122.50 ****122.50

96 JUN 25 FILED
SECRETARY OF STATE TALLAHASSEE, FLORIDA

96 JUN 26 AM 8:37 RECEIVED

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

R CHEEGER JUN 26 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	CD		

WALK-IN
Will Pick Up 6/26 12:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

11-2529-7 PONDER'S INC., THOMASVILLE, GA.

ARTICLES OF INCORPORATION

OF

MARIA GRAZIA RAPIZARDA, INC.

FILED
95 JUN 25 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **MARIA GRAZIA RAPIZARDA, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1327 OSPREY COURT, HOMESTEAD, FLORIDA 33035.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having a par value of ($.01) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is BRUCE M. BOIKO, 7780 S.W. 117 AVE, SUITE 100, MIAMI, FL 33183.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

Alfio Rapisarda - President, Via Vincenzo Bellini, N'39, San Gregorio Ct., Sicily, Italy 95100.

Giuseppe Rapisarda, Via Vincenzo Bellini, N'39, San Gregorio Ct., Sicily, Italy 95100.

Giovanni Rapisarda, Via Vincenzo Bellini, N'39, San Gregorio Ct., Sicily, Italy 95100.

Patrizia Rapisarda, Via Vincenzo Bellini, N'39, San Gregorio Ct., Sicily, Italy 95100.

Maria Grazia Rapisarda, Via Vincenzo Bellini, N'39, San Gregorio Ct., Sicily, Italy 95100.

Roberta Munson - Treasurer, Secretary, 1372 Osprey Ct., Homestead, FL 33035.

Anthony Wright - Vice President, 1372 Osprey Ct., Homestead, FL 33035.

The undersigned has executed these Articles of Incorporation this 25th day of June 1996.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

Kim Crosson

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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.

1. The name of the corporation is: MARIA GRAZIA RAPIZARDA, INC.

2. The name and street address of the registered agent and office is: Bruce M. Boiko

1000 Ponce de Leon Blvd., Suite 212

Coral Gables, Florida 33134

FILED
95 JUN 26 AM 10: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE 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 REGISTERED AGENT.

P96000054272

LAW OFFICES
BRUCE M. BOIKO
7700 SW 117TH AVENUE
SUITE 100
MIAMI, FLORIDA [illegible]
TELEPHONE (305) [illegible]
FACSIMILE (305) [illegible]

July 24, 1996

100001805721
-07/26/96--01063--014
*****35.00 *****35.00

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Maria Grazia Rapisarda, Inc.

Dear Sir or Madam:

Enclosed please find an original Articles of Amendment to Articles of Incorporation of the above corporation correcting its corporate name which we would like filed of record. Also enclosed is my check in the amount of $35.00 for the filing fee.

If you should have any questions please do not hesitate to contact this office.

Very truly yours,

BRUCE M. BOIKO, ESQ.

BMB:ar

Encl.

FILED
96 JUL 26 PM 12: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
SH 8/2

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
95 JUL 26 PM 12: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARIA GRAZIA RAPIZARDA, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended,added or deleted)*

ARTICLE I: NAME

The name of the corporation is: MARIA GRAZIA RAPISARDA, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: July 24, 1996.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- [x] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

- [ ] The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

  "The number of votes cast for the amendment(s) was/were sufficient for approval by ______________________."
  voting group

- [ ] The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- [ ] The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24th day of July, 1996.

Signature Roberta Munson
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ROBERTA MUNSON
Typed or printed name

Treasurer/Secretary
Title