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TO: DIVISION OF CORPORATIONS
CORPORATE SERVICE

FLORIDA DIVISION OF CORPORATIONS
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FROM: BLUMBERG/EXCELSIOR

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

62 WHITE ST

NEW YORK NY 10013-

CONTACT: CATHY LEACH
PHONE: (212) 431-5000

FAX: (212) 431-1441

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

(((H96000011782)))
OR P.A.

NAME: TARALLO IMPORTS, INC.

FAX AUDIT NUMBER: H96000011782

DATE REQUESTED: 08/22/1996

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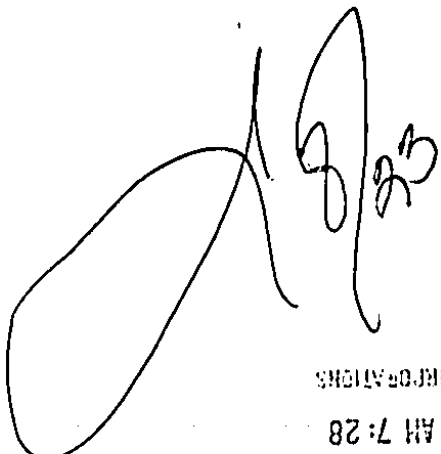
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DIVISION OF CORPORATIONS

96 AUG 23 AM 7:28

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**ARTICLES OF INCORPORATION
OF
TARALLO IMPORTS, INC.**

FILED
96 AUG 23 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **TARALLO IMPORTS, INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 4435 Old Winter Garden Road, Orlando, FL 32802 and the name of its initial registered agent at such address is BlumbergExcelsior Corporate Services, Inc. .
6. The number of directors constituting the initial board of directors is one and the name and address of each person who is to serve as a member thereof is as follows:

Diego Tarallo, 8613 17th Ave., Brooklyn, NY 11214
7. The name and address of the sole incorporator is: **ROBERT ARATINGI , c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 08/22/96

BlumbergExcelsior
62 White St.
New York, NY 10013
H96000011782


ROBERT ARATINGI
Sole Incorporator

H96000011702

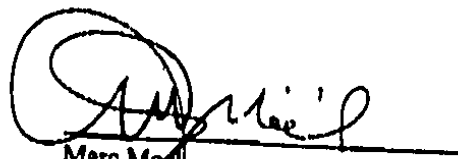
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of TARALLO IMPORTS, INC., the within named corporation.

Dated: 8/22/96



Marc Moel
Assistant Secretary

For: BlumbergExcelsior Corporate
Services, Inc.

BlumbergExcelsior
62 White St.
New York, NY 10013
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