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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX #:

FROM: MICHEL NARDI, P.A.
102036002402

ACCT#:

CONTACT: MICHEL NARDI OR CAROLYN DOCKUS
PHONE: (813) 446-8911
(813) 446-8991

FAX #:

NAME: HOLDSTER INTERNATIONAL, INC.
AUDIT NUMBER.....H96000013175
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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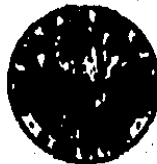
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MICHEL NARDI PA

P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 19, 1996

MICHAEL NARDI, P.A.

SUBJECT: HOLDSTER INTERNATIONAL, INC.
REF: W96000019811

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: W96000013175
Letter Number: 396A00043407

H96000013175

**ARTICLES OF INCORPORATION
OF
HOLDSTER INTERNATIONAL, INC.**

ARTICLE I. CORPORATE NAME.

The name of this Corporation is: HOLDSTER INTERNATIONAL, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to manufacture every variety of product from leather and natural and synthetic substitutes for leather, and to conduct, maintain, manage and operate the business of manufacturing, buying selling, importing, exporting, distributing and otherwise dealing with products fabricated from leather and leather substitutes as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, material and other articles as shall be necessary or incidental to such business; and to have all powers to carry out the purposes above set forth as fully natural persons, whether as principals, agents, trustees, or otherwise; and to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock with a par value of \$.01 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Michel Nardi, Esq.
915 Chestnut Street
Clearwater, FL 34616
(813) 446-8911
Florida Bar #0881813

Michel Nardi, Esquire
Michel Nardi, P.A.
915 Chestnut Street
Clearwater, FL 34616

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TALLAHASSEE, FLORIDA

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The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall initially have one (1) director. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The names of the initial directors of this Corporation and her street address is:

Isabella Montalbano
1321 Dawsbury Way
New Port Richey, FL 34655

The person named as the initial director shall hold office for the first year of existence of this Corporation or until her successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Michel Nardi, Esquire
Michel Nardi, P.A.
915 Chestnut Street
Clearwater, FL 34616

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE X. PRINCIPAL OFFICE.

The mailing address of the initial principal office of the Corporation is:

Holdster International, Inc.
1807 Peppertree Drive
Oldsmar, Florida 34677

ARTICLE XI. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on 19 day of September, 1996.


Michel Nardi, Esquire
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 19 day of September, 1996, by Michel Nardi, who is personally known to me to be the person described as Incorporator and who executed the foregoing Articles of Incorporation or who has produced _____ as identification and who did take an oath.


NOTARY PUBLIC - State of Florida

Print Name: Carolyn Dockus

My Commission Expires:



CAROLYN J. DOCKUS
My Commission CC488041
Expires Apr. 23, 1999
Bonded by MAI
800-488-1226

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MICHEL NARDI PA

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ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Michel Nardi
Registered Agent

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96 SEP 19 PM 5:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000078188

MICHEL NARDI, P.A.
ATTORNEY AT LAW
D/B/O MICHEL NARDI, P.A.
ORLANDO, FLORIDA 32801
(407) 440-8001

ALSO ADMITTED IN NEW YORK
PENNSYLVANIA
WASHINGTON, D.C.

FILED
NOV 25 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FAX (904) 440-8001

November 21, 1996

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: Amendment to the Articles of Incorporation of Holdster International, Inc.

To Whom It May Concern:

Enclosed please find Articles of Amendment of the Articles of Incorporation of Holdster International, Inc. and Certificate of Amendment of Articles of Incorporation of Holdster International, Inc. A check in the amount of \$35.00 is enclosed as payment for the amendment.

Thank you for your courtesy in this matter.

Very truly yours,


Michel Nardi

MN:cd
Enclosures

cc: Joseph Montalbano

VS DEC 6 1996
N/c

**ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF HOLDSTER INTERNATIONAL, INC.**

The undersigned, Holdster International, Inc., (the "Corporation"), a corporation existing pursuant to Chapter 607, Florida Statutes, as amended, desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, sets forth the following facts:

**ARTICLE I
AMENDMENT**

- Section 1. The Corporation was incorporated on September 19, 1996.
Section 2. The name of the Corporation following this amendment shall be **BELLINI INTERNATIONAL, INC.**
Section 3. The exact text of Article FIRST of the Articles of Incorporation of the Corporation is now as follows:

FIRST: The name of the corporation **BELLINI INTERNATIONAL, INC.**

This Amendment was adopted as of November 15, 1996.

**ARTICLE II
MANNER OF ADOPTION AND VOTE**

The manner of adoption and vote by which the Amendment was approved by the Corporation is as follows:

Action by Directors. The Board of Directors of the Corporation, as of November 15, 1996, duly adopted resolutions approving the Amendment. Shareholder action for the Amendment is not required.

IN WITNESS WHEREOF, the undersigned Corporation has caused these Articles of Amendment to be signed by a duly authorized officer this 15th day of NOV, 1996.

BELLINI INTERNATIONAL, INC.
f/k/a Holdster International, Inc.


Name: Isabella Montalbano
Title: Sole Director/President

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NOV 25 11:38 AM '96
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF HOLDSTER INTERNATIONAL, INC.**

Holdster International, Inc., a corporation organized under Chapter 607, Florida Statutes, (the "Corporation"), does hereby certify:

FIRST: The Corporation has not received any payment for any of its stock.

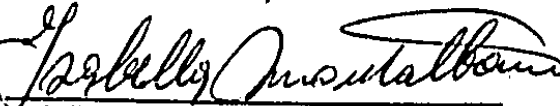
SECOND: The amendment to the Corporation's Articles of Incorporation set forth in the following resolution approved by a majority of the Corporation's Board of Directors and was duly adopted in accordance with the provisions of Section 607.1005, Florida Statutes.

"RESOLVED, that the Articles of Incorporation of the corporation be amended by striking Article FIRST in its entirety and replacing therefor: 'FIRST: The name of the corporation is BELLINI INTERNATIONAL, INC.'"

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed and attested by its duly authorized officers on Nov 15, 1996.

BELLINI INTERNATIONAL, INC.
f/k/a Holdster International, Inc.

By



Isabella Montalbano, President

ATTEST:


Joseph Montalbano, Secretary