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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAMER: PROGETTO MEZZALUNA, INC.

AUDIT NUMBER.....H96000014082

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

PROGETTO MESSALUMA, INC.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
(NAME)

The name of this Corporation is: PROGETTO MESSALUMA, INC.

ARTICLE II
(NATURE OF BUSINESS)

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America and the Laws of the State of Florida.

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

Prepared by: Leonard E. Brito, P.A.
8005 NW 18th Street, Suite 8
Miami, FL 33016
Florida Bar No. 0615730
(306) 262-0880

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C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

ARTICLE III
(CAPITAL STOCK)

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Thousand (1,000) shares of One Dollar (\$1.00) per value, the consideration to be paid for each share shall be One Dollar.

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**ARTICLE IV
(INITIAL CAPITAL)**

The amount of capital with which this Corporation will begin business is not less than One Thousand Dollars (\$1,000).

**ARTICLE V
(Commencement of Existence)**

This Corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the registered agent of this corporation is: 8005 NW 15th Street, Suite B, Miami, Florida 33016 and the name of the initial registered agent of this Corporation is LEONARDO P. BRITO, P.A.. The address of the corporation is 4708 SW 67th Avenue, Suite L2 Miami, Florida 33155.

ARTICLE VII

This Corporation shall have at least two (2) directors. The number of directors may be increased or diminished from time to time, by laws adopted by the stockholders.

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ARTICLE VIII

The name and post office address of the member(s) of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Carla M. Cabafias President, Director	1214 Capri Street Coral Gables, Florida 33134
Dorothea Cabafias Director	1214 Capri Street Coral Gables, FL 33134

**ARTICLE IX
(SUBSCRIBERS)**

The name and post office address of the subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Carla M. Cabafias President, Director	1214 Capri Street Coral Gables, FL 33134

**ARTICLE X
(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 entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

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IN WITNESS WHEREOF, the subscribing incorporator has hereto set
his hands and seals, and caused these Articles of Incorporation to be
executed this 4th day of September, 1996.


Carla M. Cabafias

STATE OF FLORIDA)

COUNTY OF DADE)

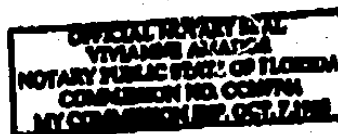
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BEFORE ME, the undersigned authority, this 4th day of
September, 1996, personally appeared Carla M. Cabafias known to me to be
the person who executed the foregoing Articles of Incorporation of
PROGETTO MEXICALUMA, INC. and acknowledged before me that he/she executed
the same for the purposes herein expressed, and who is personally known
to me or who has produced N/A as identification,
and did take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this
4th day of September, 1996.


NOTARY PUBLIC

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,

FOLLOWING IS SUBMITTED:

FIRST - THAT PROGETTO MERZALUMA, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL PLACE OF
BUSINESS AT, 4708 SW 67th Avenue, Suite L2, Miami, COUNTY OF DADE, STATE
OF FLORIDA, HAS NAMED Leonardo F. Brito, P.A. OF 8005 NW 155th Street,
Miami, COUNTY OF DADE, STATE OF FLORIDA, 33015, AS IT'S AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

[Signature]
CARLA M. CABANAS, INCORPORATOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE:

BY:

DATE:

Leonardo F. Brito P.A.

[Signature]

Leonardo F. Brito, Esq.

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