

P97000012598

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

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

W97-3029

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>MP</u>	_____	_____

WALK-IN Will Pick Up 2/16 1100

RE: Murano Diet Inc.

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	000002079560-7	02/06/97-01019-020
Annual Report/Reinstatement	***122.50	***122.50
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 _____

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

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

B. REGISTERED FEB 7 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: MURANO DUE, INC.
Ref. Number: W97000003029

Corrected

We have received your document for MURANO DUE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 097A00006408

RECEIVED
96 FEB -7 AM 11:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

97 FEB -7 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MURANO DUE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporations is: MURANO DUE, INC.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes of which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issues is One Thousand shares (1000) of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 417 East Virginia Street, Suite 1, Tallahassee, FL 32301, and the name of its initial Registered Agent at that address is CAPITAL CONNECTION, INC.

The principal address is Via Morandi 4, 30030 Salzano, Venezia, Italy

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the corporation is as follows:

Andrea Bettio
Via Morandi 4
30030 Salzano
Venezia, ITALY

Dott. Roberto Masiero
Via F. D'Ovidio 3
20131 - Milano
ITALY

Alfredo Ceruti
Via Strambio 34
20133 Milano
ITALY

Article 7. Incorporators. The name and address of each
Incorporator is as follows:

Andrea Bettio
Via Morandi 4
30030 Salzano
Venezia, ITALY

Dott. Roberto Masiero
Via F. D'Ovidio, 3
20131 - Milano
ITALY

Alfredo Ceruti
Via Strambio 34
20133 - Milano
ITALY

Article 8. Amendment. The Corporation reserves the right to
amend or repeal any provisions contained in these Articles of
Incorporation or any amendment to them, and any right conferred
upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 4th day of February, 1997.

Andrea Bettio
ANDREA BETTIO

Roberto Masiero
DOTT. ROBERTO MASIERO

Alfredo Ceruti
ALFREDO CERUTI

STATE OF FLORIDA

COUNTY OF ORANGE

FILED
97 FEB - 7 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, personally appeared ANDREA BETTIO, who produced the following identification: passport,
DOTT. ROBERTO MASIERO, who produced the following identification: passport,
the following identification: passport, and ALFREDO CERUTI, who produced
the following identification: passport, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 4th day of February, 1997.



BEVERLEY H. DEACON
My Commission CC429354
Expires Dec. 26, 1998
Bonded by HAI
800-422-1555

Beverley H. Deacon
Notary Public
State of Florida
My Commission Expires: 12/26/98

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MURANO DUE, INC., which is contained in the foregoing Articles of Incorporation.

DATED this ____ day of February, 1997.

Philippe J. Capital Connection
CAPITAL CONNECTION, INC.
Registered Agent
Client Representative