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3/13/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000004291 5))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA ACCT#: 105404002242
CONTACT: JULIO C EXQUIVEL
PHONE: (813)977-5203 FAX #: (813)632-2797

NAME: GRASS ROOTS MARKETING, INC.
AUDIT NUMBER.....H97000004291
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$78.75

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Articles of Incorporation
of
Grass Roots Marketing, Inc.

Article I. Name

The name of this Florida corporation is:
Grass Roots Marketing, Inc.

Article II. Address

The mailing address of the Corporation is:
Grass Roots Marketing, Inc.
6209 Bayshore Boulevard
Tampa FL 33611

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Michael V. Eisenberg
6209 Bayshore Boulevard
Tampa FL 33611

Article IV. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:
Michael V. Eisenberg

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations
15210 Amberly Drive, Suite 328
Tampa FL 33647
(813) 977-5203

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations
15210 Amberly Drive, Suite 328
Tampa FL 33647

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 13, 1997

The undersigned incorporator executed these Articles of Incorporation on
March 13, 1997

Corporate Creations

By: 

Julio C. Esquivel President

Corporate Creations
15210 Amberly Drive, Suite 328
Tampa FL 33647
(813) 977-5203

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Grass Roots Marketing, Inc.

REGISTERED AGENT:
Michael V. Eisenberg
6209 Bayshore Boulevard
Tampa FL 33611

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Michael V. Eisenberg

Date: March 10, 1997

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TALLAHASSEE, FL 32399

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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: ITALIA TECHNOLOGY GROUP INC.

AUDIT NUMBER.....H9700004376

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

CERT. OF STATUS..1

PAGES..... 3

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ARTICLES OF INCORPORATION
OF

ITALIA TECHNOLOGY GROUP INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: ITALIA TECHNOLOGY GROUP INC.

The principal place of business of this corporation shall be:
8405 NW 53rd St. Suite C-100 Miami, FL 33166

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
1,000 shares \$ 1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Aufiero Rocco

Via Labanza 52 Campobasso, Italia

Prepared by: Aufiero Rocco
8405 NW 53rd St. C-100
Miami, FL 33166
(305) 599-0939

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ARTICLE VI INCORPORATOR(S)


The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Aufiero Rocco

Via Labanza 52 Campobasso
Italia

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 12 day of March, 19 97.

Signature(s) of Incorporator(s)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned 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 ITALIA TECHNOLOGY GROUP INC.

2. The name and address of the registered agent and office is:

Fas-t Corp Agents, Inc.

(P.O. BOX NOT ACCEPTABLE)

8405 NW 53rd St. C-100 Miami, FL 33166

(CITY/STATE/ZIP)

SIGNATURE 

(corporate officer)

TITLE President

DATE 3/12/97

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

Lidia Fernandez

DATE 3/12/97

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TALLAHASSEE, FLORIDA