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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: BRUBERD, INC.

AUDIT NUMBER.....H97000004674

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION  
OF  
BRUBERD, INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: BRUBERD, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or

Lianca Shoucair Hardan, Esq.  
90 N.W. 165 St. #M600  
North Miami Beach, Fl. 33169

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indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

#### ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be: Bianca Shoucair Hardan, Esquire  
Bianca Shoucair Hardan 290 N.W. 165 Street, Suite M600  
accepts the position of North Miami Beach, Fl. 33169  
Registered Agent.

#### ARTICLE VI

The initial Board of Directors shall consist of a total of three person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

Fabrizio Bruschi	Renzo Bertolini	Aurelio Drago
c/o 290 N.W. 165 St. #M600	c/o 290 N.W. 165 St	c/o 290 N.W. 165 St.
North Miami Beach, Fl. 33169	#M600	#M600
	North Miami Bch, Fl.	North Miami Beach, Fl.
	33169	33169

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ARTICLE VII

The address of the principal office of this corporation is:

c/o Bianca Shoucair Hardan, 290 N.W. 165 St., #M600, North Miami Bch,  
Florida 33169

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Bianca Shoucair Hardan  
290 N.W. 165 St., #M600  
North Miami Beach, Fl. 33169

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these articles  
of incorporation this 18 day of March, 19 97

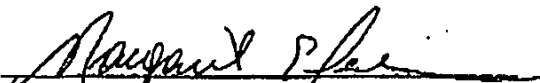


STATE OF FLORIDA )

COUNTY OF DADE )

Before me, a notary public authorized to take acknowledgements in the state and county  
set fourth above, personally appeared Bianca Shoucair Hardan known to me and  
known by me to be the person(s) who executed the foregoing articles of incorporation, and  
he (they) acknowledged before me that he (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the  
state and county aforesaid, this 18th day of March, 19 97



NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires: 7/23/00



Margaret E. Deeb  
MY COMMISSION # 00560888 EXPIRES  
JULY 23, 2000  
BONDED THROUGH TRICOR FINANCIAL, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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