

P97000027009
MARK A. ROTHMAN

Attorney at Law
7211 North Dale Mabry Highway, Suite 209
Tampa, Florida 33614

Of Counsel:
Mitchell B. Rothman*
*Licensed in Texas
and Florida
(713) 802-2049

Telephone (813) 932-5297
Fax (813) 931-9638

March 17, 1997

200002118942--6
-03/20/97--01059--009
*****122.50 *****122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

RE: Filing of Articles of Incorporation for
Calia Maxim USA, Inc.

Ladies and Gentlemen:

Enclosed are the Articles of Incorporation for a corporation to be
incorporated as Calia Maxim USA, Inc. Enclosed is a check in the
amount of \$122.50 representing the following:

Filing Fees	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy of Articles	<u>52.50</u>
Total	\$122.50

If you have any additional questions, please feel free to contact my
office.

Sincerely,


Mark A. Rothman, Esquire

MAR/mr

Enclosures

cc: Louis Schultz

Dmc
3/25/97

FILED
97 MAR 20 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CALIA MAXIM USA, INC.

FILED
97 MAR 20 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

CALIA MAXIM USA, INC.

ARTICLE II - ADDRESS

The principal address of the corporation shall be:

2467 Pinnacle Ct. N
Palm Harbor, FL 34684

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSES

The general character or nature of the business to be transacted by this Corporation is to do any and all legal acts as permitted under the laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100,000 shares of voting common stock, each having the par value of \$1.00.

ARTICLE VI - NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name and address of its initial Registered Agent is:

NAME	ADDRESS
Louis Schultz	2467 Pinnacle Ct. N Palm Harbor, FL 34684

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member:

NAME	ADDRESS
Guiseppe Calia	

ARTICLE VIII - INCORPORATOR

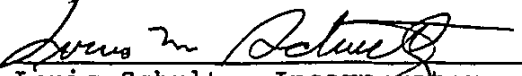
The name and address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
Louis Schultz	2467 Pinnacle Ct. N Palm Harbor, FL 34684

ARTICLE IX - DATE OF COMMENCEMENT

The date of commencement of corporation existence to commence upon the filing of the Articles herein by the Department of State.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of March, 1997.


Louis Schultz, Incorporator

STATE OF FLORIDA

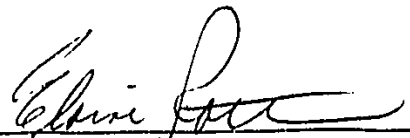
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above personally appeared and personally known to me, Louis Schultz, who acknowledged to me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of March, 1997.



ELAINE ROTHMAN
COMMISSION # CC 817937
EXPIRES DEC 13, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.



Notary Public
State of Florida at Large

My Commission Expires:

12/13/99

DEPARTMENT OF STATE

FILED

Certificate designating place of business or domicile
Service of Process within this State, Naming Agent upon whom
Process may be served.

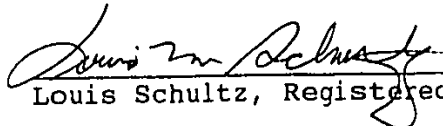
97 MAR 20 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes:

CALIA MAXIM USA, INC. a corporation organized (or organizing)
under the laws of the State of Florida with its principal office at
2467 Pinnacle Ct. N, Palm Harbor, FL 34684, County of Pinellas,
State of Florida, and names Louis Schultz, 2467 Pinnacle Ct. N,
Palm Harbor, FL 34684, County of Pinellas, State of Florida, as its
agent to accept service of process with the State.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to
keep office open during prescribed hours; to post my name (and that
of any other officers of said corporation authorized to accept
service of process at the above Florida designated address) in some
conspicuous place in the office as required by law.


Louis Schultz, Registered Agent

Filing Fee: \$35.00

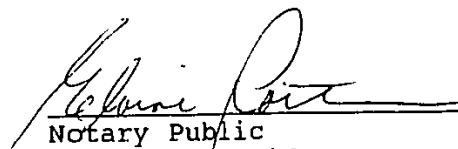
AFFIDAVIT:

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared Louis Schultz, who is personally
known to me, and who, being duly sworn, deposes and says that he
executed the foregoing instrument for the purposes expressed
therein.

SWORN TO and subscribed before me this 3rd day of March,
1997.

 ELAINE ROTHMAN
COMMISSION # CC 517937
EXPIRES DEC 13, 1999
BONDED \$1000
ATLANTIC BONDING CO. INC.


Notary Public
State of Florida at Large