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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

NAME: PANACHE DEL-PONTE U.S.A., INC.
AUDIT NUMBER.....H97000007149
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
PANACHE DEL-PONTE U.S.A., INC.

FILED

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STATE
TALLAHASSEE, FLORIDA

The incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

The name of the corporation is:

Panache Del-Ponte U.S.A., Inc.

ARTICLE II
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of one Dollar (\$1.00) per value common stock.

ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION

The principal office and mailing address of this corporation is:

16933 N.W. 57 Ave.
Miami, Florida 33055

Prepared by: Susan J. Hahn, Esq.
Bar No. 0908762
444 Brickell Avenue
Suite #6161
Miami, Florida 33131
Tel (305) 374-8008
Fax (305) 577-3067

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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Mr. Luiz Diaz
17805 N.W. 21 Street
Pembroke Pines, Fl. 33029

**ARTICLE VI
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-EMPTIVE rights to acquire proportional amounts of the Corporations unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator is:

Mr. Luis Diaz
17805 N.W. 21 Street
Pembroke Pines, Fl. 33029

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have One (1) Director initially. The number of Directors may be either increase or diminish from time to time by the By-laws, but shall never be less than One (1). The name and address of the initial Directors of this corporation is:

Name	Address
Mr. Walter Romanelli, President	Caracas, Venezuela
Ms. Luz Marina Garcia, Executive Vice President	Miami, Florida
Mr. Michele Ruta, Vice President	Caracas, Florida

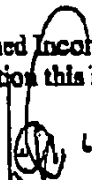
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ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this sixteenth day of January, 1997


Luis Diaz, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Luis Diaz, Registered Agent

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