

TRANSMITTAL LETTER

P97000038940

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Gallerie D' Arte Andreani & Zardin, Inc.  
(Proposed corporate name - must include suffix)

400002157694--3  
-04/29/97--01021--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Cristiano Marinari  
Name (Printed or typed)

300 Aragon Ave Suite 340  
Address

Coral Gables Florida 33134  
City, State & Zip

305-567-0629  
Daytime Telephone number

FILED  
97 APR 29 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 1 1997  
*[Signature]*

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 1, 1997

CRISTIANO MARINARI  
3000 ARAGON AVENUE  
SUITE 340  
CORAL GABLES, FL 33134

SUBJECT: GALLERIE D' ARTE ANDREANI & ZARDIN, INC.  
Ref. Number: W97000010052

We have received your document for GALLERIE D' ARTE ANDREANI & ZARDIN, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

REGISTERED AGENTS NAME NEEDS TO BE PRINTED TYPED OR PRINTED, SIGNATURE IS NOT LEGIBLE.

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) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 297A00022794

ARTICLES OF INCORPORATION  
OF  
GALLERIE D'ARTE ANDREANI & ZARDIN, INC.

FILED  
97 APR 29 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of the corporation shall be:  
GALLERIE D'ARTE ANDREANI & ZARDIN, INC.

ARTICLE II - ACTIVITY

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida

ARTICLE III - PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be:  
*300 ARAGON AVENUE SUITE 340*  
*CORAL GABLES, FL. 33134*

ARTICLE IV - SHARES:

The maximum shares of stock, at ten cents (\$ 0.10) par value, that this corporation is authorized to have outstanding at any time is One Thousand Shares (1,000.)

ARTICLE V - INITIAL REGISTER AGENT AND STREET ADDRESS:

The name and the Florida street address of the initial register agent are:

*300 ARAGON AVENUE SUITE 340*  
*CORAL GABLES, FL. 33134*

ARTICLE VI - INCORPORATOR:

The name and address of the incorporator to these Articles of incorporation are:

*CRISTIANO MARINARI*  
*300 ARAGON AVENUE SUITE 340*  
*CORAL GABLES, FL. 33134*



Signature of Incorporator

*4-16-97*

Date

ARTICLE VII - EXISTANCE:

The Corporation is to have a perpetual existence

ARTICLE VIII - BOARD OF DIRECTORS:

The number of the board of directors of the corporation of the Corporation shall not be less than one person. The name and the post office address of the first board of directors, who, subject to the provision of the certification of incorporation, the By - Laws and the act of legislature, shall hold office until his successor is elected and shall be duly qualified, is:

PRESIDENT:

ZARDIN GIOVANNI LUCA  
*VIA QUADRONNO , 10*  
*20123 , MILANO*  
*ITALY*

SECRETARY & TRESURIER

ANDREANI VIRGINIO PETER FRANCESCO  
*PIAZZA TRICOLORE , 4*  
*20100 , MILANO*  
*ITALY*

ARTICLE.IX - SHAREHOLDERS

The name and post office addresses of each shareholder to the article of incorporation are as follow:

500 SHARES TO:

ZARDIN GIOVANNI LUCA  
VIA QUADRONNO, 10  
20123, MILANO  
ITALY

500 SHARES TO:

ANDREANI VIRGINIO PETER FRANCESCO  
PIAZZA TRICOLORE, 4  
20100, MILANO  
ITALY

Having been named as registered agent and to accept service of process for the above stated corporation at the place designed in this certificate, I hereby accept the appointment as register agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and I accept the obligations of my position as registered agent:



Signature of Registered Agent

Cristiano Marinari

4-16-97

date

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TALLAHASSEE, FLORIDA