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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ASCANIO U.S.A., INC.

AUDIT NUMBER.....H97000007792

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

CERT. OF STATUS..0 PAGES..... 8

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ARTICLES OF INCORPORATION
OF
ASCANIO U.S.A., INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as follows:

ARTICLE I. NAME

The name of this corporation is:

ASCANIO U.S.A., INC.

ARTICLE II. PURPOSES

The general nature of the business to be transacted by this corporation shall be:

- A) Import/Export and sales of marine and diving equipment.
- B) To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired or acquired.
- C) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all structures and erections which may at any time be necessary, useful or advantageous in the judgment of the Board of Directors, for the purposes of the Corporation, and which can lawfully be done.

prepared by:

Ronald Haber, Esq.
Fla. Bar No. 252115
1370 N.W. 16th Street
Miami, Florida 33125
(305) 324-8050

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D) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real property, chattels real, and other property of the corporation, real and personal, and wheresoever situate, and any and all legal or equitable rights therein.

E) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security, and to loan and advance money upon mortgages on personal or real property or on either of them.

F) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any facts or things incident to or proper in connection with the carrying on of the business of this corporation.

G) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder hereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own stock, bonds, and other obligations.

H) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association or

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corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation.

I) To do all such acts and things as are incident or conducive to the premises.

J) And this Corporation shall have the power to conduct its business in all its branches in the State of Florida, or in any other State or States or territories of the United States, or in the District of Columbia, and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law, necessary to carry on the business of said corporation, or to promote any of the subjects or objects for which the corporation is formed.

K) The foregoing enumeration of any or all or a combination of either of the specific powers lettered a) through j) both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation and therefore, the corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of the State of Florida.

ARTICLE III. DURATION

This corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is

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authorized to issue at any time is: 30,000 shares, \$1.00 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1370 N.W. 16th Street
Miami, Florida 33125

and the name of the initial registered agent of this corporation at that address is: RONALD HABER, ESQUIRE

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have two Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is (are):

MARCELLO PARODI
Via S. Quirico 115 A/x
16163 Genova, Italy

GIONATA BELLAGAMBA
710 Washington Avenue, #401
Miami Beach, Florida 33139

ARTICLE VII. OFFICERS

The corporation shall have a President, a Vice-President, a Secretary and a Treasurer and may also have one or more additional Vice-Presidents, Assistant Secretaries and Assistant Treasurers,

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and such other officers and agents, as may be deemed necessary. All officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws. The same person may hold two or more offices.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these articles is:

GIONATA BELLAGAMBA
710 Washington Avenue, #401
Miami Beach, Florida 33139

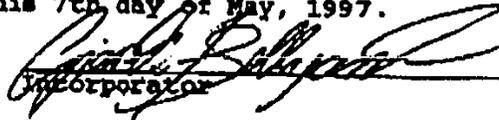
ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X. PRINCIPAL OFFICE

At the present time, the principal office of the corporation is: 420 Lincoln Road, Suite 312
Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of May, 1997.


Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me, notary public authorized to take acknowledgments in the state and county set forth above, personally appeared GIONATA BELLAGAMBA, known to me and known by me to be the person who

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executed the foregoing articles of incorporation, and he acknowledged before me that he 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, on this 12 th day of May, 1997.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, MANAGING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That ASCANIO U.S.A., INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named RONALD HABER, ESQ. located at 1370 N.W. 16th Street, City of Miami, County of Dade, State of Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



RONALD HABER, ESQUIRE
Registered Agent

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