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215 N. Federal Highway
Hollandale, Florida 33009

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 22 AM 10:34

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. San Remo USA, Inc. EFFECTIVE DATE
8-30-97
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

D. BROWN AUG 25 1997.

Examiner's Initials	
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EXECUTIVE DATE
8-20-97

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ARTICLES OF INCORPORATION
OF
San Remo USA, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is San Remo USA, Inc. The mailing address of the corporation is 215 North Federal Highway, Hallandale, FL 33009.

ARTICLES II - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of Florida and the United States.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value Common Stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she already holds, shall have the right to purchase her pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Federal Highway, Hallandale, Florida 33009 and the name of the initial registered agent of this corporation at this address is Vincenzo Apa.

ARTICLES VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and address of the initial director of this corporation is:

Vincenzo Apa
215 North Federal Highway
Hallandale, Florida 33009

ARTICLE VIII - INCORPORATOR

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

Vincenzo Apa
215 North Federal Highway
Hallandale, Florida 33009

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscribed have executed these Articles of Incorporation on 20 August, 1997.




Vincenzo Apa, Subscriber

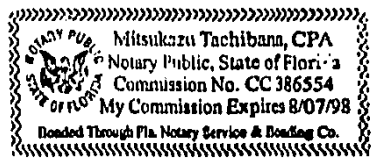
State of Florida)
) ss
County of Broward)

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Vincenzo Apa known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

In Witness whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on 20 August, 1997.



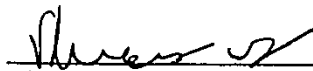
Notary Public
State of Florida



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

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

That San Remo USA, 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 Hallandale, County of Broward, State of Florida, has named Vincenzo Apa located at 215 North Federal Highway, Hallandale, Florida 33009 as its agent to accept service of process within this state.

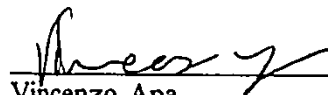


Vincenzo Apa, President

20 August, 1997

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the 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.



Vincenzo Apa

20 August, 1997

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