

9/18/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MEDITERRANEO GROUP CORPORATION

AUDIT NUMBER.....H97000015486

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
BLUE SHADOW CORPORATION

(7)

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
(NAME)

The name of this Corporation is: BLUE SHADOW, CORPORATION.

ARTICLE II
(NATURE OF BUSINESS)

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America and the Laws of the State of Florida.

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

THIS INSTRUMENT PREPARED AND DELIVER TO:
LEONARDO F. BRITO, P.A.
8005 NW 155TH Street, Suite 8
MIAMI, FLORIDA 33016
FLORIDA BAR NUMBER 0615730

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C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

ARTICLE III (CAPITAL STOCK)

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Thousand (1,000) shares of One Dollar (\$1.00) per value, the consideration to be paid for each share shall be One Dollar.

ARTICLE IV (INITIAL CAPITAL)

The amount of capital with which this Corporation will begin business is not less than One Thousand Dollars (\$1,000).

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ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the registered agent of this corporation is: 8005 NW 155th Street, Suite B, Miami, Florida 33016 and the name of the initial registered agent of this Corporation is Leonardo P. Brito, PA. The address of the corporation is 798 Crandon Boulevard, Unit 32, Key Biscayne, Florida 33149.

ARTICLE VII

This Corporation shall have at least three (3) directors. The number of directors may be increased or diminished from time to time, by laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the members of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Brom Cattaneo President	798 Crandon Boulevard Unit 32 Key Biscayne, Florida 33149
Alessia Marelli Secretary/Vice President	798 Crandon Boulevard Unit 32 Key Biscayne, Florida 33149
Matteo Masetti Treasurer	Via Dalla Battaglia 6 40141 Bologna, Italy

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ARTICLE IX
(SUBSCRIBERS)

The name and post office address of the subscriber of these Articles of Incorporation is:

NAME

Eros Cattaneo
President

ADDRESS

798 Crandon Boulevard
Unit 32
Key Biscayne, Florida
33149

ARTICLE X
(AMENDMENT)

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the subscribing incorporator has hereto set his hands and seals, and caused these Articles of Incorporation to be executed this 17th day of September, 1997.


Eros Cattaneo

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STATE OF FLORIDA)
 SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this 17th day of September, 1997, personally appeared Eros Cattaneo known to me to be the person who executed the foregoing Articles of Incorporation of BLUE SHADOW CORPORATION and acknowledged before me that he/she executed the same for the purposes herein expressed, and who is personally known to me or who has produced Florida Driver's License as identification, and did take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 17th day of September, 1997.

Leonardo F Brito
My Commission CC0000339
Expires 12/31/2001
My Commission

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NOTARY PUBLIC

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT BLUE SHADOW CORPORATION DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED LEONARDO F. BRITO, PA OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, _____, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: [Signature]

Eros Cattaneo

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

LEONARDO F. BRITO P.A.

Signature: 

Leonardo F. Brito, Esq., President

Date: _____

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