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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 500476 ~~4324736~~

AUTHORIZATION :

Patricia Kigut

COST LIMIT : \$ 70.00

ORDER DATE : August 18, 1997

ORDER TIME : 10:42 AM

ORDER NO. : 500476-005

CUSTOMER NO: 4324736

800002306598--2

CUSTOMER: John D. Cromie, Esq
CONNELL FOLEY & GEISER

85 Livingston Avenue

Roseland, NJ 07068

DOMESTIC FILING

NAME: PALMIERI FINE IMPORTERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED
97 SEP 29 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROV
97 SEP 29 PM 2:00
DIVISION OF CORPORATIONS

GN SEP 29 1997

FILED

ARTICLES OF INCORPORATION 97 SEP 29 PM 3:23
OF
PALMIERI FINE IMPORTERS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PALMIERI FINE IMPORTERS, INC.

The address of the principal office of this corporation shall be 4842 West 45th Street, West Palm Beach, Florida 33407 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1250 shares of common stock having without par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Mauro Palmieri Dir.	4842 West 45th Street West Palm Beach, Florida 33407
James Kerwin Dir.	46 Hathaway Lane Essex Falls, New Jersey 07021

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on September 29, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

FILED
97 SEP 29 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TFF/akc