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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

EFFECTIVE DATE
10-14-97

SUBJECT: ITALICA INVESTMENTS CORPORATION

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR \$122.50.

FROM: PABLO J. SANTOS
3501 W. VINE STREET, STE. 280
KISSIMMEE, FLORIDA 34741

FILED
97 OCT 13 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. O. 1000000000 OCT 14 1997

ARTICLES OF INCORPORATION
OF
ITALICA INVESTMENTS CORPORATION

EFFECTIVE DATE
10-14-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS, THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE: ITALICA INVESTMENTS CORPORATION

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

3501 W. VINE STREET, SUITE 280
KISSIMMEE, FLORIDA 34741

ARTICLE III CAPITAL STOCKS

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:
10000 SHARES OF ONE (\$1.00) DOLLAR PAR VALUE COMMON STOCKS, WHICH SHALL BE DESIGNED "COMMON SHARES."

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

PABLO J. SANTOS
3501 W. VINE STREET, SUITE 280
KISSIMMEE, FLORIDA 34741

ARTICLE V PAYMENT OF STOCKS

THE WHOLE OR ANY PART OF THE COMMON STOCK SHALL BE PAYABLE EITHER IN LAWFUL MONEY OF THE UNITED STATE OR IN PROPERTY, LABOR OR SERVICES INsofar AS PERMITTED FROM TIME TO TIME BY THE LAWS OF THE STATE OF FLORIDA, THE VALUE OF SUCH PROPERTY, LABOR OR SERVICES TO BE DETERMINED BY THE BOARD OF DIRECTORS.

ARTICLE VI INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION ARE TWO (2). THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME IN THE MANNER PROVIDED IN THE BYLAWS. THE NAMES AND ADDRESSES OF THESE PERSON (S) WHO ARE TO SERVE AS MEMBERS OF THE INITIAL BOARD OF DIRECTORS ARE:

WALTER SPECOLI	7644 APLETREE CIRCLE ORLANDO, FLORIDA 32819
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GIACOMO PANARO	3121 B BLUE HERON DRIVE KISSIMMEE, FLORIDA 34741
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ARTICLE VII INCORPORATORS

THE NAMES AND STREET ADDRESSES OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION ARE:

WALTER SPECOLI	7644 APLETREE DRIVE ORLANDO, FLORIDA 32819
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GIACOMO PANARO	3130 B BLUE HERON DRIVE KISSIMMEE, FLORIDA 34741
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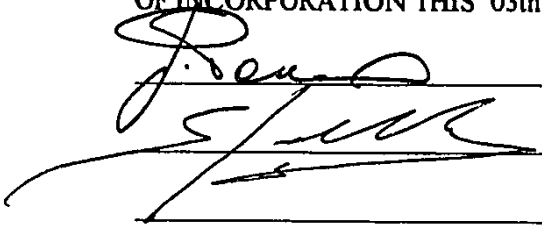
ARTICLE VIII EFFECTIVE DATE AND DURATION

THE EFFECTIVE DATE ON WHICH THE CORPORATION EXISTENCE SHALL BEGIN IS OCTOBER 14th, 1997. THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE IX PURPOSE

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLE OF INCORPORATION THIS 03th DAY OF OCTOBER OF 1997.

The block contains two handwritten signatures in black ink, each written over a horizontal line. The first signature is a cursive 'J. Paul' and the second is a more stylized signature, possibly 'S. M. H.'. There are additional horizontal lines below the second signature.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: ITALICA INVESTMENTS CORPORATION
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

PABLO J. SANTOS
3501 W. VINE STREET, STE 280
KISSIMMEE, FLORIDA 34741

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

DATE: _____

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TALLAHASSEE, FLORIDA