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LAW OFFICE OF
RUDOLPH M. DI LASCIO, JR., P.A.

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Hollywood, Florida 33021

Tel: (954) 966-7466
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October 21, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: Articles of Incorporation
new corporation
ITALITEM CORP.

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-10/22/97--01057--005
****122.50 ****122.50

Ladies:

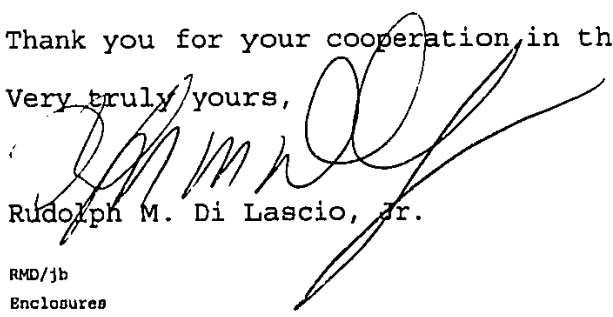
I have enclosed the following items regarding the filing of
a new corporation:

1. Original and one copy of the Articles
of Incorporation for the above referenced
corporation.
2. Check in the amount of \$122.50 made payable
to the Secretary of State representing
the filing fee, minimum taxes and the
cost of one certified copy.

Please file accordingly and forward the certified copy
to my office.

Thank you for your cooperation in this matter.

Very truly yours,


Rudolph M. Di Lascio, Jr.

RMD/jb
Enclosures
via UPS Overnight

FILED
97 OCT 22 AM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Waddeau OCT 23 1997

ARTICLES OF INCORPORATION
OF
ITALITEM CORP.

FILED
97 OCT 22 AM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 the Corporation shall be ITALITEM CORP., and the principal place of business of this corporation shall be 11271 Interchange Circle South, Miramar, Florida 33025.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in or transact 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 500 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation shall be: 11271 Interchange Circle South, Miramar, Florida 33025, and the name of the initial Registered Agent of the Corporation at that address is: EZIO PIAZZOLI.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. 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 he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This Corporation shall have between one (1) and three (3) Directors. The names and street addresses of the initial members of the Board of Directors are:

EZIO PIAZZOLI - 11271 Interchange Circle South
Miramar, Florida 33025

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

EZIO PIAZZOLI	-	11271 Interchange Circle South
President/Secretary		Miramar, Florida 33025
Treasurer		

ARTICLE IX. 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 and approved at a Stockholders meeting requiring a unanimous vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intentions that a certain amending of these Articles of Incorporation be made.

ARTICLE X. SUBCHAPTER S

The Corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)

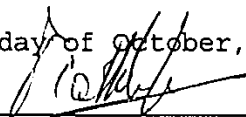
(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE XI. SUBSCRIBER

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

EZIO PIAZZOLI
Address: 11271 Interchange Circle South
Miramar, Florida 33025

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation has hereunto set his hand and seal on this 20 day of October, 1997.


EZIO PIAZZOLI

L.S.

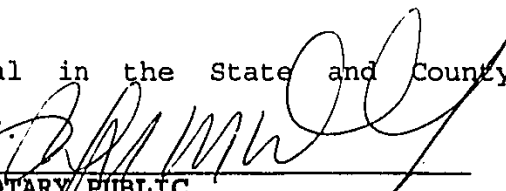
STATE OF FLORIDA

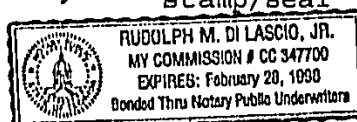
SS:

COUNTY OF BROWARD

BEFORE ME, the undersigned, personally appeared EZIO PIAZZOLI known to be the person described in and who executed the foregoing Articles of Incorporation, who after being duly sworn under oath, acknowledged before me that he executed same for the purpose therein expressed and produced PERSONALLY KNOWN as photo identification, and who executed the foregoing instrument.

WITNESS my hand and official seal in the State and County aforesaid, this 20 day of October, 1997.



NOTARY PUBLIC
NOTARY PUBLIC STATE OF FLORIDA
stamp/seal



ACCEPTANCE OF DESIGNATION
AS
REGISTERED AGENT

I, EZIO PIAZZOLI having been named the statutory agent of ITALITEM CORP. hereby accepts designation as Registered Agent, and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

DATED this 20 day of October, 1997.


EZIO PIAZZOLI

FILED
97 OCT 22 AM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA