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FLORIDA DIVISION OF CORPORATIONS  
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AME: BUCCI AMERICAS, INC.  
AUDIT NUMBER.....H97000018804  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**BUCCI AMERICAS, INC.**

**ARTICLE 1. CORPORATE NAME.**

The name of this corporation is BUCCI AMERICAS, INC..

**ARTICLE 2. PRINCIPAL OFFICE.**

The principal place of business and mailing address of this corporation are 300 N.E. 15 Ave. # 3 Ft. Lauderdale, Florida 33301.

**ARTICLE 3. CAPITAL STOCK.**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 \$1.00 par value common shares.

**ARTICLE 4. INITIAL REGISTERED AGENT AND OFFICE.**

The name of the initial registered agent and the address of the initial registered office is: Ira B. Price 9100 S. Dadeland Blvd. PH-1 # 1701 Miami, Florida 33156.

**ARTICLE 5. DIRECTORS**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows:

Lucy Haas  
300 N.E. 15 Ave. # 3  
Ft. Lauderdale, FL 33301

John P. Haas  
300 N.E. 15 Ave. # 3  
Ft. Lauderdale, FL 33301

Prepared by:

Ira B. Price, Esq.  
Florida Bar No: 216879  
9100 S. Dadeland Blvd. # 1701  
Miami, Florida 33156  
305-670-3030 fax 670-0016

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#### ARTICLE 6. INCORPORATORS.

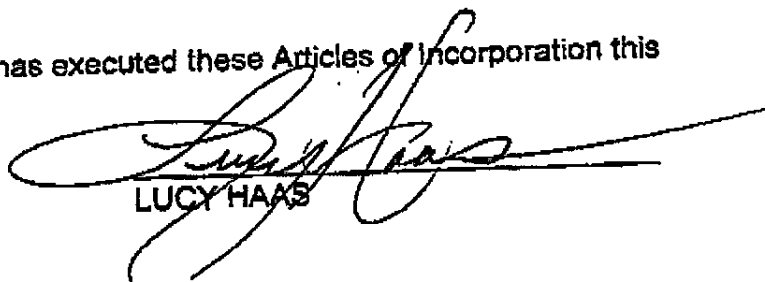
The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are:

Lucy Haas  
300 N.E. 15 Ave. # 3  
Ft. Lauderdale, FL 33301

#### ARTICLE 7. INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

The undersigned incorporator has executed these Articles of Incorporation this 7th day of November, 1997.

  
LUCY HAAS

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

November 10, 1997

  
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 IRA B. PRICE, ESQ.

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SECON DISTRICT CLERK  
TALLAHASSEE, FLORIDA

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