

CARLOS BRUZZI
1080 S DIXIE HIGHWAY
4 E
POMPANO BEACH, FLORIDA 33321

P97000099003

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002348421-4
-11/17/97--01038--012
*****70.00 *****70.00

Mille Miglia International Inc.

Dear Sir/Madam:

Enclosed are an original and a copy of the Articles of Incorporation of the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to me.

Also, enclosed is a check covering fees and charges for the items listed below, as indicated and marked with an "X".

- A. Articles of Incorporation filing fee, \$35.00
- B. Certified Copy of Articles of Incorporation, \$52.50 (optional)
- C. Registered Agent Designation Filing Fee, \$35.00

If the corporation name is not available, please call us immediately. Thank you for your cooperation.

Sincerely,

Carlos Bruzzi
Mille Miglia International Inc.
1080 S Dixie Highway 4E
Pompano beach, Fla 33321

FILED
97 NOV 17 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pompano
11/20/97

ARTICLES OF INCORPORATION
OF

MILLE MIGLIA INTERNATIONAL INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Mille Miglia International Inc and the initial address of this corporation shall be

1080 S Dixie Highway 4E Pompano Beach, FL 33321

ARTICLE II

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

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of shares</u> <u>Authorized</u> | <u>Par Value</u> <u>Per Share Stock</u> | <u>Class of</u> |
|--|--|-----------------|
| 100 | \$1.00 | Common |

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 1080 S Dixie Highway 4E Pompano Beach, Fla 33321 with the privilege of having its office and branch offices at the other places within or without the State of Florida. The initial registered agent at that address shall be

Carlos Bruzzi

ARTICLE VI

This corporation shall have one director initially. The name and street address of the initial director who shall hold office for the first year of the corporation, or until her successor is elected or appointed is:

Carlos Bruzzi
1080 S Dixie Highway 4E
Pompano Beach, Fla 33321

ARTICLE VII

The corporation shall have one officer initially. The name and street address of the initial officer who shall hold office for the first year of the corporation, or until her successor is elected or appointed is:

Carlos Bruzzi
1080 S Dixie Highway 4E
Pompano Beach, Fla 33321

ARTICLE VIII

The name and address of the incorporator is

Carlos Bruzzi
1080 S Dixie Highway 4E
Pompano Beach, Fla 33321

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

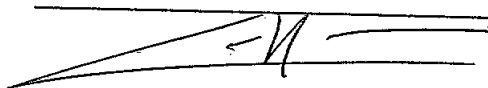
The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.

Carlos Bruzzi

A handwritten signature in black ink, appearing to be 'C. Bruzzi', is written over two horizontal lines. The signature is stylized and somewhat cursive.

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

In compliance with the laws of Florida, the following is submitted:

First, that Mille Miglia International desiring to organize under the laws of the State of Florida, has named, Carlos Bruzzi its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of section 607.325 F.S.

Carlos Bruzzi

Registered Agent

Dated: This 12 day of November 1997

The foregoing instrument was acknowledged before me this 12th day of November 1997 by Carlos Bruzzi, who is personally known to me or has produced Business Lic. # B620-105-59-002-0 as identification and who did/did not take an oath.

Lillian F. Lorraine
NOTARY PUBLIC

My commission expires:



LILLIAN F. LORRAINE
COMMISSION # CC 626324
EXPIRES MAR 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
97 NOV 17 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 12th day of November
1996 by Carlos Buzzi who is personally known to
me or who has produced Deed # B620145-09002-0 as
identification and who did/did not take an oath.

Lillian F. Lorraine

NOTARY PUBLIC

My commission expires:



LILLIAN F. LORRAINE
COMMISSION # CC 626324
EXPIRES MAR 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
97 NOV 17 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA