



THE UNITED STATES
CORPORATION
COMPANY

P980000006857

ACCOUNT NO. : 072100000032

REFERENCE : 677874 7106539

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 122.50

ORDER DATE : January 22, 1998

ORDER TIME : 10:39 AM

ORDER NO. : 677874-010

CUSTOMER NO: 7106539

CUSTOMER: Steven R. Bomser, Cpa
STEVEN R. BOMSER, C.P.A., P.A.

Suite 301
800 East Broward Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: ITALICA HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 PM 1:31

RECEIVED
98 JAN 21 PM 12:18
DIVISION OF INCORPORATION

ARTICLES OF INCORPORATION

ITALICA HOLDINGS, INC.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 PM 1:31

ARTICLE 1- NAME

The name of this corporation is ITALICA HOLDINGS, INC.

ARTICLE 2- PRINCIPAL OFFICE

The street address of the initial principal office of the corporation shall be: 800 E Broward Blvd., Suite 301, Ft Lauderdale, FL 33301

ARTICLE 3- PURPOSE

The corporation is organized for the purpose as a holding company or in any activity that is lawful in this state or the United States.

ARTICLE 4- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock which shall be designated as "common shares".

ARTICLE 5- INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 800 E Broward Blvd, Suite 301, Ft Lauderdale, FL 33301 and the name of the initial registered agent of this corporation at that address is Alvaro Ortega.

ARTICLE 6- INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) director to hold office until the first annual meeting of the stockholders and their successor shall have been duly elected and qualified or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the by-laws of the corporation. The name and address of the initial director is

Alvaro Ortega- 800 E Broward Blvd, Suite 301, Ft Lauderdale, FL 33301.

ARTICLE 7- INCORPORATOR

The name and address of the incorporator signing these articles is: Alvaro Ortega, 800 E Broward Blvd, Suite 301, Ft Lauderdale, FL 33301.

ARTICLE 8- PRE-EMPTIVE RIGHTS

every shareholder, upon the sale for cash of any new stock shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE 9- INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: January 21, 1998



Alvaro Ortega, incorporator

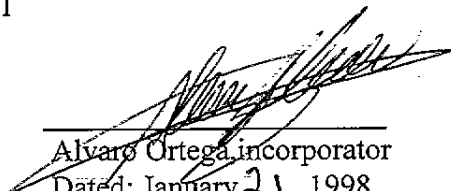
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 PM 1:31

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

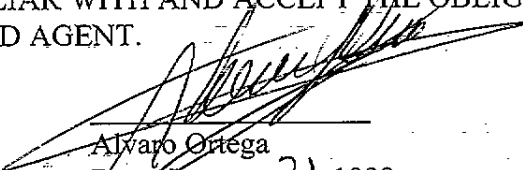
Pursuant to the provisions of Section 607.0501, Florida Statutes,, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
ITALICA HOLDINGS, INC.
2. The name and address of the registered agent and office is:

ALVARO ORTEGA
800 E Broward Blvd, Suite 301
Ft Lauderdale, FL 33301


Alvaro Ortega, incorporator
Dated: January 21, 1998

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.


Alvaro Ortega
Date: January 21, 1998