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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: RICARDO MARTINEZ-CID, P.A.
CONTACT: RICARDO MARTINEZ-CID
PHONE: (305)859-7494

ACCT#: 076640001666

FAX R: (305)858-2513

NAME: ITALWORLD INC.

AUDIT NUMBER.....H98000002103

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H98000002903 FEB -2 AM 8:08

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ITALWORLD INC.

Article I - Name

The name of this corporation is ITALWORLD INC.

Article II - Purpose

This corporation is organized to import export activities, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is 10637 NW 54 Street, Miami, Florida 33168.

The name of the initial Registered Agent of this corporation is SALMA C. GIUSEPPE of 10637 NW 54 Street, Miami, Florida 33168.

Article VI - Initial Board of Directors and Officers

This corporation shall have one (1) director initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation is SALMA C. GIUSEPPE, of 10637 NW 54 Street, Miami, Florida 33168, who will also serve as president/secretary/treasurer of the corporation.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
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Article VII - Incorporator

The name and address of the person signing these Articles is SALMA C. GIUSEPPE, of 10637 NW 54 Street, Miami, Florida 33168.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

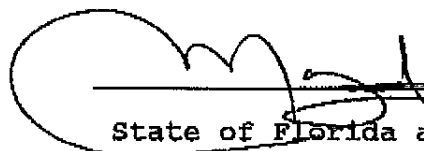
IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this January 30, 1998.


SALMA C. GIUSEPPE

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared SALMA C. GIUSEPPE, known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same, and she did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this January 30, 1998.


Notary Public
State of Florida at Large

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESS TO:

That ITALWORLD INC. , desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named SALMA C. GIUSEPPE, located at 10637 NW 54 Street, Miami, Florida 33168, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of
ITALWORLD INC.

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this January 30, 1998.

Salma C. Giuseppe
SALMA C. GIUSEPPE
Registered Agent

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
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