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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: MALANDRA USA, INC.

AUDIT NUMBER.....H98000002113

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

MALANDRA USA, INC.

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with Section 607.0202, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation is: MALANDRA USA, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

Jonathan H. Green  
799 Brickell Plaza, Ste 700  
Miami, FL 33131  
Fla Bar #307513  
(305) 372-5100

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial registered and principal office of this Corporation in the State of Florida shall be:

JONATHAN H. GREEN  
c/o Jonathan H. Green & Associates, P.A.  
799 Brickell Plaza, Suite 700  
Miami, Florida 33131-2816

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

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ARTICLE VII

INITIAL DIRECTOR

The name of the Initial Director of this Corporation and his street address is:

JONATHAN H. GREEN  
c/o Jonathan H. Green & Associates, P.A.  
799 Brickell Plaza, Suite 700  
Miami, Florida 33131-2816

The person named as Initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator are:

JONATHAN H. GREEN  
c/o Jonathan H. Green & Associates, P.A.  
799 Brickell Plaza, Suite 700  
Miami, Florida 33131-2816

ARTICLE IX

INITIAL OFFICERS

The person or persons named below as Initial officers shall hold their respective offices for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first:

President	PIER LUCIANO MALANDRA
Vice President	
Secretary	MORA MERLO
Treasurer	MORA MERLO

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IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 30th day of January, 1998.

JONATHAN H. GREEN, Incorporator

STATE OF FLORIDA     )  
                              ) SS.:  
COUNTY OF DADE     )

BEFORE ME, a Notary Public, personally appeared JONATHAN H. GREEN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 30th day of January, 1998.

Matthew M. Sheng  
NOTARY PUBLIC  
State of Florida At Large

(SEAL)

My Commission Expires:



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

Pursuant to Chapter 607.0501 Florida Statutes, the following  
is submitted in compliance with said Act:

That Malandra USA, Inc., desiring to organize under the laws  
of the State of Florida, with its principal office, as indicated in  
the Article of Incorporation at Miami, County of Dade, State of  
Florida, has named JONATHAN H. GREEN located at 799 Brickell Plaza,  
Suite 700, City of Miami, County of Dade, State of Florida, as its  
agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above  
stated Corporation, at the place designated in this Certificate, I  
hereby agree to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

Dated this 30th day of January, 1998.

JONATHAN H. GREEN

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TALLAHASSEE FLORIDA

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