

P98000038740

April 24, 1998

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

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-04/27/98-01069-006
****122.50 ****122.50

Subj: Incorporation of CALLIGARO'S INTERNATIONAL INVESTMENTS,
INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$122.50 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY. A1A, Satellite Beach, FL 32937. (407) 773-2020

Thank you for your assistance in this matter.

Sincerely,



Leo Calligaro

FILED
98 APR 27 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/29/98
CB

ARTICLES OF INCORPORATION

OF

CALLIGARO'S INTERNATIONAL INVESTMENTS INC.

ARTICLE I. NAME

The name of this corporation is
CALLIGARO'S INTERNATIONAL INVESTMENTS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares
of \$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, 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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 417 Southampton Drive, Indialantic, Florida, 32903, and the name of the initial registered agent of this corporation at that address is LEO CALLIGARO.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are: -

LEO CALLIGARO
417 Southampton Drive
Indialantic, Florida 32903

MAURO CALLIGARO
AV. Rio De Janeiro QTA Diver's Center
Chuao-Caracas, Venezuela

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 417 Southampton Drive, Indialantic, Florida 32903, and the mailing address of the corporation is 417 Southampton Drive. Indialantic, Florida 32903.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

LEO CALLIGARO
417 Southampton Drive
Indialantic, Florida 32903

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on this 24th day of April, 1998.




LEO CALLIGARO

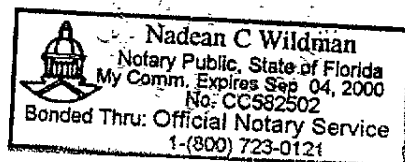
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared LEO CALLIGARO to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 24th day of April, 1998.

FL/DL
C426-520-65-373-0


Notary Public



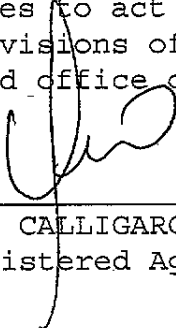
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That CALLIGARO'S INTERNATIONAL INVESTMENTS, INC., desiring
to organize under the laws of the State of Florida, with its
principal office at 417 Southampton Drive, Indialantic, Brevard
County, Florida 32903, has named LEO CALLIGARO, located at 417
Southampton Drive, Indialantic, Brevard County, Florida 32903, as
its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.



LEO CALLIGARO
Registered Agent

FILED
98 APR 27 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA