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June 26, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-07/06/98--01109--003
*****70.00 *****70.00

RE: PRODITALIA, INC.

Ladies and Gentlemen:

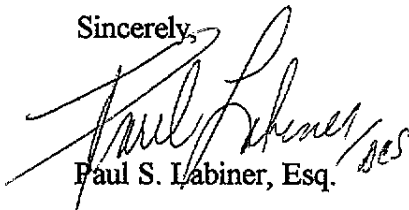
Enclosed is an original and one (1) copy of the articles of incorporation and a check payable to Department of State for \$70.00 which includes:

1. \$35.00 Filing Fee
2. 35.00 Designation of Registered Agent

FOR: Michael Mannello
2701 Meadowood Court
Ft. Lauderdale, FL 33332-3435

All documents and correspondence are to be directed to my office. Your time and consideration in this matter are greatly appreciated.

Sincerely,


Paul S. Labiner, Esq.

dcs
Enclosures

cc: Michael Mannello

FILED
98 JUL -6 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QAL 7-7-98

**ARTICLES OF INCORPORATION
OF
PRODITALIA, INC.**

FILED
98 JUL -6 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: **PRODITALIA, INC.**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of ONE director whose name and address is as follows:

MICHAEL MANNELLO
2701 Meadowood Court
Ft. Lauderdale, FL 33332-3435

ARTICLE X

The initial registered agent of the corporation is **MICHAEL MANNELLO**. The street address of the corporation's initial registered office is:

2701 Meadowood Court
Ft. Lauderdale, FL 33332-3435

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

2701 Meadowood Court
Ft. Lauderdale, FL 33332-3435

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is:

MICHAEL MANNELLO
2701 Meadowood Court
Ft. Lauderdale, FL 33332-3435

The undersigned incorporator has executed these Articles of Incorporation this 12 day of June, 1998.


MICHAEL MANNELLO, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT FOR PRODITALIA, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: June 12, 1998


Signature of Registered Agent
MICHAEL MANNELLO

FILED
98 JUL -6 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA