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September 12, 1998

Via U.S. Mail

Florida Secretary of State's Office
Division Of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-09/14/98--01033--009
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Re: **Adyar Edizioni Corporation**

To Whom It May Concern:

Enclosed herewith are duplicate originals of the ARTICLES OF INCORPORATION OF ADYAR EDIZIONI CORPORATION along with a check in the amount of \$122.50 for the filing fee. Please file the original Articles with the Division of Corporations, and return a stamped, certified original to our office along with your verification that the entity was duly incorporated.

Thank you for your cooperation, and please don't hesitate to contact me should you need assistance or have any questions.

Sincerely,


Arthur L. Tepper

/gc (Enclosures)
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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ADYAR EDIZIONI CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Arthur L. Tepper, acting as incorporator, under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is ADYAR EDIZIONI CORPORATION.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the day the Articles Of Incorporation are accepted for filing with the Florida Secretary of State's office.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida to the extent permissible under the laws and rules of the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

The consideration to be paid for each share shall be as fixed by the shareholders, and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in

the judgment of the shareholders, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is **27 Fletcher Avenue, Sarasota, Florida 34237**. The corporation's registered agent is ARTHUR L. TEPPER, whose address is 27 Fletcher Avenue, Sarasota, Florida 34237.

ARTICLE VI. MANAGEMENT BY SHAREHOLDERS

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the shareholders, rather than a board of directors. The shareholders shall be deemed directors when required by the context of any law or bylaw. The name and street address of the original shareholders are:

<u>Name</u>	<u>Address</u>
Grazia Pasianot	P.zza Vittorio Emanuele II 4 - 10010 Settima Vittone (To) Italy

ARTICLE VII. INCORPORATION

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Arthur L. Tepper	27 Fletcher Avenue Sarasota, Florida 34237

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those

persons designated by the shareholders any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

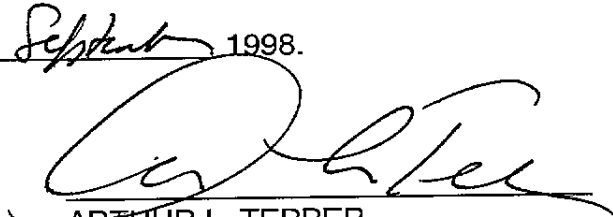
ARTICLE VIII. BYLAWS

The shareholders, by vote of a majority of the outstanding shares entitled to vote, may establish, alter, amend, or repeal corporation bylaws.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of September 1998.


ARTHUR L. TEPPER
Incorporator

Prepared By:
Arthur L. Tepper, Esq.
27 Fletcher Avenue
Sarasota, Florida 34237
Florida Bar Number 0215082

ADYAR EDIZIONI CORPORATION

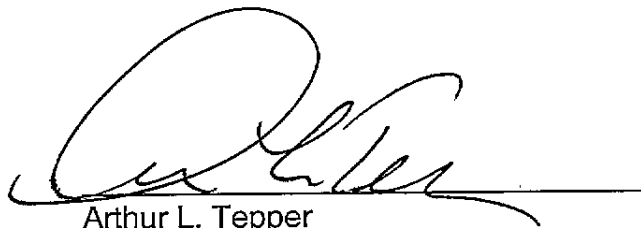
DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That ADYAR EDIZIONI CORPORATION, desiring to organize under the laws of the State of Florida with its initial principal office, as indicated at 27 Fletcher Avenue, Sarasota, Florida 34237, has named ARTHUR L. TEPPER, of 27 Fletcher Avenue, Sarasota, Florida 34237, in the County of Sarasota, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

A handwritten signature in black ink, appearing to read 'Arthur L. Tepper', is written over a horizontal line.

Arthur L. Tepper
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA