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ARTICLES OF INCORPORATION

OF

ABITARE ITALIA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE 1

<u>NAME</u>

The name of the corporation shall be

ABITARE ITALIA INC.

The address of the principal office of this corporation shall be:

1721 North Powerline

Pompano Beach, Florida 33069

ARTICLE 11

NATURE OF BUSINESS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, \$.01 par value per share.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

The name of the initial director of this corporation is:

PETER MIGLIACCIO

ARTICLE V

REGISTERED AGENT

The name and street address of the initial registered agent of the corporation shall be:

Jeffrey G. Klein

23123 STATE ROAD SEVEN

Suite 350-B

BOCA RATON, FLORIDA 33428

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INCORPORATOR

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

JEFFREY G. KLEIN, ESQUIRE SUITE 350-B 23123 STATE ROAD SEVEN BOCA RATON, FLORIDA 33428

ARTICLE VIII

ELECTIONS

The Corporation expressly elects not to be governed by the provisions of Section 607.0901 and 607.0902 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, I have made and subscribed these

Articles of Incorporation this / 4th day of ________, 1998.

EFFREY G KLEIN, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

JEFFREY G. KLEIN, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above Articles of Incorporation and is familiar with and accepts the obligation of the position of Registered agent under Section 607.0505 Florida Statutes.

JEFFREY G. KLEIN, REGISTERED AGENT

SECRETARY OF STATES