

11/05/98

FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: ITALMAR U.S.A., INC.

AUDIT NUMBER.....H98000020684

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

CERT. OF STATUS..0

PAGES..... 4

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Handwritten signature and date: 11/6/98

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ARTICLES OF INCORPORATION

OF

ITALMAR U.S.A., INC.

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

ARTICLE I

Name

The name of the corporation is:

ITALMAR U.S.A., INC.

ARTICLE II

Existence

The corporation's existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

This instrument prepared by:
Charles D. Rubin, Esq.
Florida Bar No. 377139
TESCHER CHAVES RUBIN & FORMAN, P.A.
2101 Corporate Boulevard, Suite 107
Boca Raton, FL 33431-7343
Telephone: (561) 998-7847

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ARTICLE IV

Authorized Capital

The corporation is authorized to issue 1,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

Address

The address of the principal office of the corporation is 8420 NW 52nd Street, Suite 200, Miami, Florida 33166 and its mailing address is 8420 NW 52nd Street, Suite 200, Miami, Florida 33166.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431. The name of the initial registered agent at such office is M & W Agents, Inc.

ARTICLE VII

Indemnification

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the corporation as a director or officer of another corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

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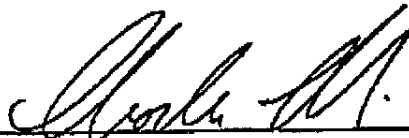
ARTICLE VIII

Incorporator

The name and address of the incorporator of the corporation is Charles D. Rubin, Tescher Chaves Rubin & Forman, P.A., 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

--oOo--

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on November 5, 1998.


 CHARLES D. RUBIN

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

M & W AGENTS, INC., a Florida corporation

By: 
 Authorized Officer

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