

P99000025537

WINTHROP, STIMSON, PUTNAM & ROBERTS

ONE BATTERY PARK PLAZA
NEW YORK, NY 10004-1490
TELEPHONE: 212-858-1000
TELEFAX: 212-858-1500

1133 CONNECTICUT AVENUE, N.W.
WASHINGTON, DC 20036
TELEPHONE: 202-775-9800
TELEFAX: 202-833-8491

695 EAST MAIN STREET
STAMFORD, CT 06904-6760
TELEPHONE: 203-348-2300
TELEFAX: 203-965-8226

125 WORTH AVENUE
PALM BEACH, FL 33480

TELEPHONE: 561-655-7297
TELEFAX: 561-833-6726

March 12, 1999

2 THROGMORTON AVENUE
LONDON EC2N 2DL ENGLAND
TELEPHONE: 011-44171-628-4931
TELEFAX: 011-44171-638-0443

RUE DU TACITURNE 42
B-1000 BRUSSELS, BELGIUM
TELEPHONE: 011-322-230-1392
TELEFAX: 011-322-230-9288

6-7, ATAGO I-CHOME
MINATO-KU, TOKYO 105, JAPAN
TELEPHONE: 011-813-3437-9740
TELEFAX: 011-813-3437-9261

2505 ASIA PACIFIC FINANCE TOWER
CITIBANK PLAZA
3 GARDEN ROAD, CENTRAL, HONG KONG
TELEPHONE: 011-852-2530-3400
TELEFAX: 011-852-2530-3355

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
3-11-99

Re: FIORAVANTE, INC.

300002806573--5
-03/15/99--01143--010
***131.25 ***87.50

Dear Sir or Madam:

In reference to the above-captioned matter, please file the original Articles of Incorporation. Please provide me with a certified copy of the Articles of Incorporation and a Certificate of Good Standing.

Enclosed please find a check made payable to the Secretary of State in the amount of \$131.25. the breakdown is as follows:

Filing fee for the Articles of Incorporation	\$ 35.00
Designation of Registered Agent	\$ 35.00
Certified copy of the Articles of Incorporation	\$ 52.50
Certificate of Good Standing	\$ <u>8.75</u>

If you have any questions, please do not hesitate to call me.

Sincerely,


John C. Dotterer

JCD:cjc
Enclosures

FILED
99 MAR 15 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FIORAVANTE, INC.

EFFECTIVE DATE
3-11-99

Article I - Name and Address

The name of this corporation is Fioravante, Inc., and its mailing address is 331 South County Road, Palm Beach, Florida 33480.

Article II - Duration

This corporation shall have perpetual duration commencing on March 11, 1999.

Article III - Purpose

This corporation is organized for the purpose of any or all lawful business for which corporations may be formed under Chapter 607, Florida General Corporation Act.

Article IV - Capital Stock

This corporation is authorized to issue 10 shares of \$1.00 par value common stock.

FILED
99 MAR 15 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI - Initial Registered
Office and Agent

The street address of the initial registered office of this corporation is 331 South County Road, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Lidia Goldner.

Article VII - Initial Board of Directors

This corporation shall have one (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Lidia Goldner	331 South County Road, Palm Beach, Florida 33480
Norbert Goldner	331 South County Road Palm Beach, Florida 33480

Article VIII - Incorporator

The name and address of the person signing these Articles is John C. Dotterrer, 125 Worth Avenue, Suite 310, Palm Beach, Florida 33480.

Article IX - Indemnification

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

Article X - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

Article XI - Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of March, 1999.


John C. Detterrer

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and have agreed to comply with the provision of said act relative to keeping open said office.

Lidia Goldner
Lidia Goldner
(Resident Agent)

FILED
99 MAR 15 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA