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TRANSMITTAL LETTER

FILED
99 JUN 30 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department Of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FROM: George L. Sigalos, Esq.
The Sanctuary Centre
4800 North Federal Highway
Suite 100-D
Boca Raton, FL 33431

RE: Articles of Incorporation – ITALKITCHEN INTERNATIONAL, INC.

DATE: June 24, 1999

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also included is a check for :

xx \$70.00 or _____ \$78.75
(Filing Fee) (Filing Fee & Certification)

Please provide the original and one conformed copy of the Articles of Incorporation and Designation of Registered Agent to the address set forth above.

Thank you for your assistance.

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**ARTICLES OF INCORPORATION
OF
ITALKITCHEN INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be:

ITALKITCHEN INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 7500 N.W. 41st Street, Suite 107, Miami, Florida 33166 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business consistent with the nature of the business set forth herein and 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 1,000 shares of common stock having \$0.10 par value per share.

ARTICLE IV. REGISTERED AGENT/ADDRESS

The street address of the initial registered office of the corporation shall be SIMON, SIGALOS & SPYREDES, P.A., The Sanctuary Centre, 4800 North Federal Highway, Suite 100-D, Boca Raton, Florida 33431 and the name of the initial registered agent of the corporation at that address is George L. Sigalos, Esq.

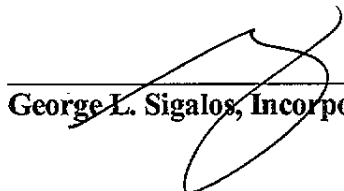
ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is George L. Sigalos, Esq., SIMON, SIGALOS & SPYREDES, P.A., The Sanctuary Centre, 4800 North Federal Highway, Suite 100-D, Boca Raton, Florida 33431

The undersigned has executed these Articles of Incorporation this 24th day of June, 1999.



George L. Sigalos, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

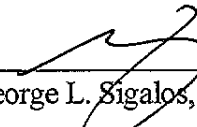
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **ITALKITCHEN INTERNATIONAL, INC.**
2. The name and address of the registered agent and office is:

George L. Sigalos, Esq.
SIMON, SIGALOS & SPYREDES, P.A.
4800 North Federal Highway
Suite 100-D
Boca Raton, Florida 33431

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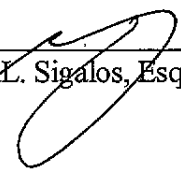
June 24, 1999.



George L. Sigalos, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

June 24, 1999.



George L. Sigalos, Esq.