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ATTORNEYS AT LAW

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DAVID C. MCDONALD (1897-1971)

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JOHN R. CAMP, JR.

OF COUNSEL

July 8, 1999

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Stocking Den
Our File: 99L 199

Gentlemen:

Enclosed please find original Articles of Incorporation of Stocking Den, and my firm's check in the amount of \$122.50. Please file the Articles and forward a certified copy of same to my office.

Thank you for your assistance.

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****122.50 *****78.75

Sincerely,

McDonald & McDonlad

H.C. Palmer III

H. C. Palmer, III

HCP/asf
Enclosures

FILED
99 JUL 12 PM 5:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

R. Purinton JUL 19 1999

ARTICLES OF INCORPORATION
OF
STOCKING DEN INC.

FILED

99 JUL 12 PM 5:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: Stocking Den Inc.

ARTICLE II - NATURE OF THE BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, with no par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is:

c/o McDonald & McDonald
1393 SW First St., Suite 200
Miami, FL 33135

ARTICLE VI - REGISTERED AGENT

The registered agent of this corporation is : H. C. Palmer, III, 1393 SW First St., Suite 200, Miami, FL 33135.

I am familiar with and accept the obligations of Registered Agent for the new corporation.

H. C. Palmer III
H. C. Palmer, III

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - PRINCIPAL OFFICE

The principal office of this corporation is: 1393 SW First St., Suite 200, Miami, FL 33135.

ARTICLE VIII - DIRECTORS

The corporation shall have five (5) directors, initially, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have been qualified are as follows: Anselmo Gambetti, William Gambetti, Paolo Soave, H. C. Palmer, III, and Nicholas Olano.

ARTICLE IX - INCORPORATORS

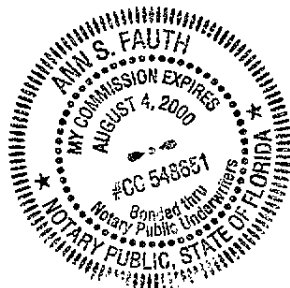
The name and address of the Incorporators of this corporation are as follows: William Gambetti and H. C. Palmer, III, c/o McDonald & McDonald, 1393 SW Frist St., Suite 200, Miami, FL 33135.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 7th day of July, 1999.

H. C. Palmer III
H. C. Palmer, III

STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

SWORN TO AND SUBSCRIBED before me this 7th day of July, 1999, by H. C. Palmer, III, who is personally known to me or who has produced personally known as identification and who did/did not take an oath.



Ann S. Fauth
NOTARY PUBLIC, State of Florida
ANN S. FAUTH
(Print Name)
Commission #: CC 548651