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WILLIAM G. MORRIS

WILLIAM G. MORRIS
ADMITTED IN FL, DC, VA

247 NORTH COLLIER BOULEVARD
SUITE 202
POST OFFICE BOX 2056
MARCO ISLAND, FL 34146-2056
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FAX (941) 642-0722

September 30, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-10/01/99--01068--003
****122.50 *****78.75

Re: I Love Italy, Inc.
Our File 99CP041

Dear Sir or Madam:

Enclosed you will find Articles of Incorporation for a new corporation I Love Italy, Inc. Also enclosed are Articles of Amendment changing the name of the old corporation and assignment of name to me for incorporation of the new company. Please find two checks enclosed. The check in the amount of \$122.50 is for filing fees for the Articles of Incorporation. The check for \$35.00 is for filing the Amendment. Please file the Articles and the Amendment with an effective date immediately.

If you have any questions regarding this matter, please contact me.

Sincerely,

William G. Morris

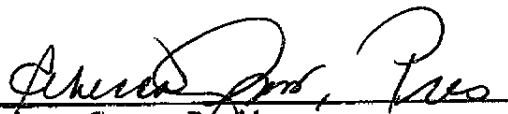
WGM/cap
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASSIGNMENT OF EXCLUSIVE RIGHT TO USE OF NAME

Pursuant to Florida Statutes Chapter 607 and for good and value consideration receipt of which is acknowledged, the undersigned hereby exclusively and irrevocably assigns the right of the name, I LOVE ITALY, INC. to William G. Morris, 247 N. Collier Boulevard, Suite 202, Marco Island, FL, 34145, for use in creating a Florida Corporation this 29th day of September, 1999.

I LOVE ITALY, INC.

By: 
Rebecca Capano, President
I Love Italy, Inc.

**Articles of Incorporation
of
I Love Italy, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is I Love Italy, Inc..

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any and all business authorized by the laws of the United States and the State of Florida.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial address in Florida of the initial registered office of the corporation is 247 No. Collier Blvd., Suite 202, Marco Island, Florida 34145 and the name of the initial registered agent at such address is William G. Morris.

SIXTH: The principal office of the corporation, if known, or its mailing address is 247 No. Collier Blvd., Suite 202, Marco Island, Florida 34145.

SEVENTH: The initial board of directors shall consist of one member. Members of the Board of Directors need not be residents of Florida or shareholders of the corporation. The number of Directors shall thereafter be no less than one (1) member as established by the by-laws.

EIGHTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until successors shall have been elected and qualified are as

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follows:

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Name Number and Street City State Zip
Code

William G. Morris 247 No. Collier Blvd., Suite 202 Marco Island FL 34145

NINTH: The name and address of the initial incorporator is as follows:

Name Number and Street City State Zip
Code

William G. Morris 247 No. Collier Blvd., Suite 202 Marco Island FL 34145

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock, with the exception of Article Eleventh, which shall require unanimous vote for change.

ELEVENTH: Stock transfer restrictions may be adopted and amended by unanimous vote of the initial directors prior to issuance of stock, and thereafter by the unanimous approval of shareholders.

TWELFTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the share of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any stockholder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation at Marco Island, Florida on the 30 day of September, 1999.



William G. Morris, Incorporator

The undersigned does hereby accept appointment as registered agent for this corporation.



William G. Morris, Registered Agent