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LIMITED LIABILITY COMPANY

OPERA PRIMA L.L.C.

Certificate of Status	0
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is Opera Prima L.L.C.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue for a period of 50 years thereafter.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 217 East Palmetto Park Road, Boca Raton, Florida 33432.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is Gregory J. Blodig, Esq., Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

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Gregory J. Blodig, Esq.
Greenspoon, Marder, et al.
100 W. Cypress Creek Rd., #700
Ft. Lauderdale, FL 33309
954-491-1120
Fla. Bar #274062

Audit No.: H99000002182

ARTICLE V - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing member(s) are:

Andrea Bettio
217 East Palmetto Park Road
Boca Raton, FL 33432

Filippo Vescovi
Piazzetta G. Forzate
35137 Padova, Italy

ARTICLE VI - Admission of Additional Members:

The members shall have the right to admit additional members upon the unanimous consent of all existing members.

ARTICLE VII - Members' Rights to Continue Business:

The remaining members of the Limited Liability Company, upon unanimous consent, shall have the right to continue its business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

Whereof, the undersigned member has executed these Articles the 19 day of January, 1999.


Andrea Bettio, as Managing Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Opera Prima L.L.C.

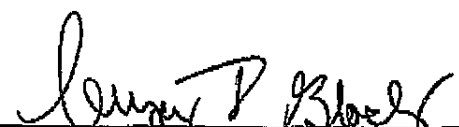
2. The name and address of the registered agent and office is:

Gregory J. Blodig, Esq.
Greenspoon, Marder, Hirschfeld,
Rafkin, Ross & Berger, P.A.
100 West Cypress Creek Road
Suite 700
Ft. Lauderdale, FL 33309

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By: 
Andrea Bettio, authorized Managing Member

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company 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.


Gregory J. Blodig, Esq. (Signature)

January 19, 1999
(Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Opera Prima L.L.C. deposes and says:

- (1) the above Limited Liability Company has at least one member
- (2) the total amount of cash contributed by the member(s) is \$ 500.00
- (3) if any, the agreed value of property other than cash contributed by member(s) is
A description of the property is attached and made a part hereto.
- (4) the amount of cash or property anticipated to be contributed by member(s) is \$ 49,500.00
- (5) the total amount of 2, 3, and 4 is \$50,000.00

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 Andrea Bettio

Signature of a member or authorized representative of a member.
 (In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)