

No 1000006543

WAKS & BARNETT, P.A.  
Attorneys at Law

Andrew L. Waks\*  
Joel M. Barnett

\*Board Certified in  
Admiralty & Maritime Law

September 6, 2001

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
01 SEP 10 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Yadira R. Pedraza

300004578603-2  
-09/10/01-01108-004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Dissolution; Affidavit; and Articles of Incorporation of  
Riuniti Opera, Inc. (not for profit)

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Dissolution of Riuniti Opera, Inc. ( a for profit corporation) together with our check in the sum of \$43.75 [filing fee (\$35.00) and certified copy of the dissolution (\$8.75)].

Filed simultaneously with the dissolution, please find the following documents:

1. Original and one copy of Articles of Incorporation of Riuniti Opera, Inc. (a not for profit corporation) together with our check in the sum of \$78.75 as filing fee (\$70.00) and certified copy of same (\$8.75).
2. Affidavit from Beverly Coulter and Fred Coulter indicating their desire to transfer the name Riuniti Opera, Inc. from the for profit corporation to the not for profit corporation.

Thank you for your cooperation in this matter.

Very truly yours,

WAKS & BARNETT, P.A.

Andrew L. Waks

mc  
enc

7103 S.W. 102 Avenue, Miami, Florida 33173

Dade: (305) 271-8282  
Broward: (954) 464-6667

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Fax: (305) 595-9776  
Toll Free: (800) 905-2891

D. BROWN SEP 14 2001

AFFIDAVIT OF  
BEVERLY COULTER and  
FRED COULTER

FILED  
01 SEP 10 PM 12:22  
REGISTRY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appears, BEVERLY COULTER  
and FRED COULTER, who after first being duly sworn, depose and say as follows:

1. That our names are Beverly Coulter and Fred Coulter and we are the President/Secretary and Vice-President/Treasurer, respectively, of RIUNITI OPERA, INC, said corporation having been filed on 2-8-01.
2. That we have filed Articles of Dissolution regarding RIUNITI OPERA, INC. as a profit corporation and we are simultaneously filing Articles of Incorporation regarding RIUNITI OPERA, INC. as a not for profit corporation. We would like to use the same name, to wit, RIUNITI OPERA, INC.

FURTHER AFFIANTS SAYETH NOT.

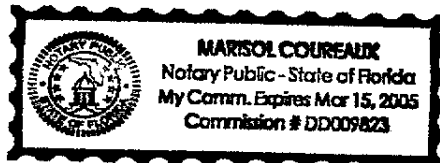
Beverly Coulter  
Beverly Coulter  
Fred Coulter  
Fred Coulter

The foregoing instrument was acknowledged before me this 30 day of August, 2001 by BEVERLY COULTER and FRED COULTER, who are (personally known to me) (or who has produced Driver's Licenses as identification) and who (did/did not) take an oath.

Marisol Coureaux  
Notary Public, State of Florida

MARISOL COUREAUX  
Print name of notary

My Commission Expires:



**ARTICLES OF INCORPORATION**  
**In Compliance with Chapter 617, F.S., (Not for Profit)**  
**OF**  
**RIUNITI OPERA, INC.**

**FILED**  
**01 SEP 10 PM 12:22**  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS to these articles of incorporation, in compliance with Chapter 617, F.S. (Not for Profit), each a natural person competent to contract hereby, associate themselves to form a corporation under the laws of the State of Florida.

**ARTICLE I / NAME**

The name of the corporation shall be:

**RIUNITI OPERA, INC.**

**ARTICLE II / PRINCIPAL OFFICE**

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

7345 S.W. 108<sup>th</sup> Terrace, Miami, Florida 33156

**ARTICLE III / PURPOSE**

The purpose for which the corporation is organized is to engage in the promotion and performance of opera.

**ARTICLE IV / MANNER OF ELECTION**

This corporation shall have three (3) directors, initially. The number of directors may be increased or diminished from time to time, but shall never be less than three (3). The names and addresses of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, by By-laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are:

BEVERLY COULTER	7345 S.W. 108 Terrace Miami, Florida 33156
FRED COULTER	7345 S.W. 108 Terrace Miami, Florida 33156
PHIL YAGER	7345 S.W. 108 Terrace Miami, Florida 33156

**FILED**  
 01 SEP 10 PM 12:22  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**ARTICLE V / INITIAL DIRECTORS/OFFICERS**

The names and addresses of the President, Vice-President, Secretary and Treasurer are:

BEVERLY COULTER President	7345 S.W. 108 Terrace Miami, Florida 33156
FRED COULTER Vice-President/Treasurer	7345 S.W. 108 Terrace Miami, Florida 33156
PHIL YAGER Secretary	7345 S.W. 108 Terrace Miami, Florida 33156

**ARTICLE VI / INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent of this corporation is:

ANDREW L. WAKS  
 7103 S.W. 102<sup>nd</sup> Avenue, Suite A,  
 Miami, Florida 33173

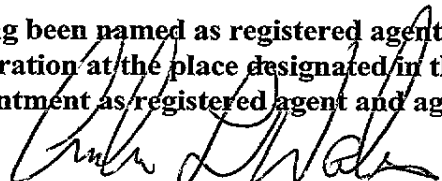
**ARTICLE VII / INCORPORATOR**

The name and address of the Incorporator is:

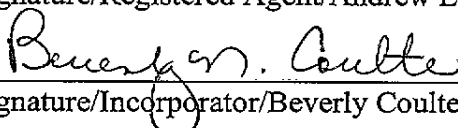
BEVERLY COULTER  
 7345 S.W. 108 Terrace  
 Miami, Florida 33156

\*\*\*\*\*

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
 \_\_\_\_\_  
 Signature/Registered Agent/Andrew L. Waks

8/30/01  
 \_\_\_\_\_  
 Date

  
 \_\_\_\_\_  
 Signature/Incorporator/Beverly Coulter

8/30/01  
 \_\_\_\_\_  
 Date