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Law Offices of
Brenda Lee Hamilton, P.A.
555 S. Federal Highway, Suite 270
Boca Raton, Florida 33432

FILED
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OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA

Telephone: (561) 416-8956

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February 17, 2000

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

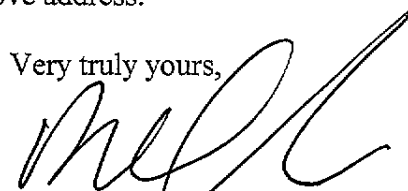
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*****78.75 *****78.75

Re: Opera-Operetta.com Inc.

Dear Sir/Madam:

Enclosed herein please find a check in the amount of \$78.75 to incorporate Opere-
operetta.com Inc. Also enclosed is an original and two copies along with a self addressed
stamped envelope. Kindly forward a copy to the above address.

Very truly yours,



Brenda Lee Hamilton, Esq.

BLH:mr

Enc.

D. BROWN FEB 25 2000

ARTICLES OF INCORPORATION
OF

OPERA-OPERETTA.COM INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is Opera-Operetta.com Inc.

ARTICLE II

The existence of the Corporation shall begin on the filing of these Articles of Incorporation with the Florida Department of Corporations.

ARTICLE III

The street address of the principal office of the Corporation is 555 S Federal Highway, Suite 270, Boca Raton, Florida 33432.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 50,000,000 par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

20,000,000 shares of preferred stock with \$.01 per value of the Corporation in five (5) series, and the Board of Directors is authorized to establish the number of shares to be included in each series and the preferences, rights of conversion, limitations and other relative rights of each series.

All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

ARTICLE V

The initial street address of the Corporation's registered office is 555 S Federal Highway, Suite 270, Boca Raton, Florida 33432. The initial registered agent for the Corporation at that address is Brenda Lee Hamilton.

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one.

ARTICLE VII

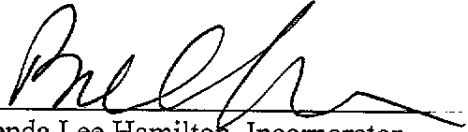
The names and street addresses of the persons signing these articles of incorporation are:

Brenda Lee Hamilton, Esq. 555 S Federal Highway, Suite 270, Boca Raton, Florida 33432

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

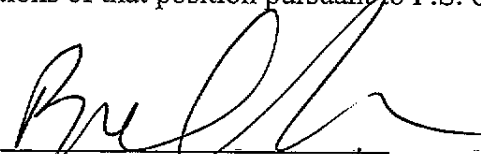
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on February 17, 2000.


Brenda Lee Hamilton, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Opera-Operetta.com Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Name


Brenda Hamilton

Date

2/15/2000

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TALLAHASSEE, FLORIDA