

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000105736

Studio Lucifero, Inc.

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

<input checked="" type="checkbox"/>	Art of Inc. File	SECRETARY OF STATE TALLAHASSEE FLORIDA	00 NOV 13 PM 1:45	FILED
<input type="checkbox"/>	LTD Partnership File			
<input type="checkbox"/>	Foreign Corp. File			
<input type="checkbox"/>	L.C. File			
<input type="checkbox"/>	Fictitious Name File			
<input type="checkbox"/>	Trade/Service Mark			
<input type="checkbox"/>	Merger File			
<input type="checkbox"/>	Art. of Amend. File			
<input type="checkbox"/>	RA Resignation			
<input type="checkbox"/>	Dissolution / Withdrawal			
<input type="checkbox"/>	Annual Report / Reinstatement			
<input checked="" type="checkbox"/>	Cert. Copy	DIVISION OF CORPORATION	00 NOV 13 AM 10:29	RECEIVED
<input type="checkbox"/>	Photo Copy			
<input type="checkbox"/>	Certificate of Good Standing			
<input type="checkbox"/>	Certificate of Status			
<input type="checkbox"/>	Certificate of Fictitious Name			
<input type="checkbox"/>	Corp Record Search			
<input type="checkbox"/>	Officer Search			
<input type="checkbox"/>	Fictitious Search			
<input type="checkbox"/>	Fictitious Owner Search			
<input type="checkbox"/>	Vehicle Search			
<input type="checkbox"/>	Driving Record			
<input type="checkbox"/>	UCC 1 or 3 File			
<input type="checkbox"/>	UCC 11 Search			
<input type="checkbox"/>	UCC 11 Retrieval			

Signature

Requested by:

Name SS Date 11/13/00 Time 10:40

Will Pick Up

Courier

ARTICLES OF INCORPORATION
OF
STUDIO LUCIFERO, INC.

ARTICLE I - NAME

The name of this corporation is STUDIO LUCIFERO, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 share of One Dollar (\$1.00) per value common stock which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of this corporation is 3 Island Avenue, Unit 9-E, Miami Beach, FL 33139 and the name of the initial registered agent of this corporation at that address is ANDREA CONTE.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than 2 Directors nor more than five. The name(s) and address(es) of the initial Board of Director(s) of this corporation are:

ANDREA CONTE
ROBERTO LUCIFERO
3 Island Avenue, Unit 9-E
Miami Beach, FL 33139

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII - INCORPORATOR

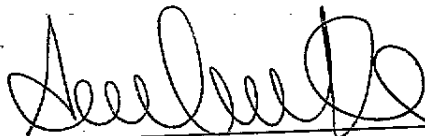
The name and address of the Incorporators signing these Articles are:


ANDREA CONTE
ROBERTO LUCIFERO
3 Island Avenue, Unit 9-E
Miami Beach, FL 33139

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 10th day of November 2000.

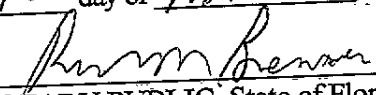

ANDREA CONTE, Incorporator


ROBERTO LUCIFERO, Incorporator

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

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ANDREA CONTE and ROBERTO LUCIFERO, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that executed those Articles of Incorporation. *Italian Passports*

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 10 day of November, 2000.


NOTARY PUBLIC, State of Florida
at Large




My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

THAT desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at 3 Island Avenue, Unit 9-E, Miami Beach, FL 33139 , has named ANDREA CONTE and ROBERTO LUCIFERO as its agent to accept service of process within Florida.

Dated: Nov. 10, 2000



ANDREA CONTE, Director



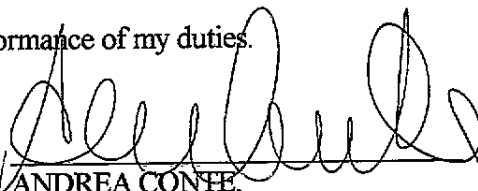
ROBERTO LUCIFERO, Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



ANDREA CONTE,
Registered Agent