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FILED
01 FEB -8 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Yadira E. Pedraza

January 26, 2001

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

300003580443--9
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*****78.75 *****78.75

Re: Articles of Incorporation of
Riuniti Opera, Inc.

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Incorporation of Riuniti Opera, Inc. together with our check in the sum of \$78.75 for filing same.

Kindly forward to us a certificate of incorporation with an assigned charter number at your earliest opportunity

Very truly yours,

WAKS & BARNETT, P.A.


Andrew L. Waks

mc
enc

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

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 31, 2001

ANDREW L WAKS
7103 S.W. 102 AVE
MIAMI, FL 33173

SUBJECT: RIUNITI OPERA, INC.
Ref. Number: W01000002326

We have received your document for RIUNITI OPERA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 501A00005805

**ARTICLES OF INCORPORATION
OF
RIUNITI OPERA, INC.**

FILED
01 FEB -8 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS to these articles of incorporation, each a natural person competent to contract hereby, associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

RIUNITI OPERA, INC.

ARTICLE II

The general nature of the business and the objectives and purposes proposed to be carried on, are to engage in any business or activity permitted under the laws of the United States and the State of Florida and more particularly the promotion and performance of opera.

ARTICLE III

The maximum number of shares of stock with one dollar value that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares. All shares shall be common.

ARTICLE IV

The amount of the capital with which this corporation will begin business will not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

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

7345 S.W. 108th Terrace, Miami, Florida 33156

ARTICLE VII

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

ANDREW L. WAKS at 7103 S.W. 102nd Avenue, Suite A, Miami, Florida 33173

ARTICLE VIII

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than two (2). 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
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FRED COULTER	7345 S.W. 108 Terrace Miami, Florida 33156
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ARTICLE IX

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

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

The names and addresses of each subscriber to the Certificate of Incorporation, and the number of shares that each agrees to take and value of the consideration therefore are:

BEVERLY COULTER 100 shares

FRED COULTER 100 shares

ARTICLE XI

The subscription for the ownership of all stock in this corporation shall be made and taken upon the condition that the purchaser, owner or holder hereof, desiring to sell the same, shall first deliver the same to the Board of Directors for sale, upon receipt of which the Board of directors shall fix the price to be paid for said stock, which at the option of the Board, shall be the book value of said shares of stock as established by accounting methods employed by said corporation at its last inventory period. Goodwill or other items not regularly listed on the books of the corporation as assets or liabilities shall not be taken into consideration in fixing such value.

ARTICLE XII

This corporation shall have the further right and power to:

(a) The corporation may in its By-laws confer powers upon its Board of directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

(b) The corporation reserves the right to alter, amend, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XIII

The Resident Agent of this corporation for the service of process and any other purposes for which a Resident Agent is required by law shall be:

ANDREW L. WAKS

7103 S.W. 102nd Avenue, Suite A
Miami, Florida 33173

WE, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock herein above set forth as to each of us and accordingly have hereunto set our hands and seals this 26th day of January, 2001.

Witness

BEVERLY COULTER

Witness

FRED COULTER

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this date, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, BEVERLY COULTER and FRED COULTER, to me known to be the persons described as subscribers in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they subscribed to the Certificate of Incorporation.

WITNESS my hand and official seal on this 26th day of January, 2001.

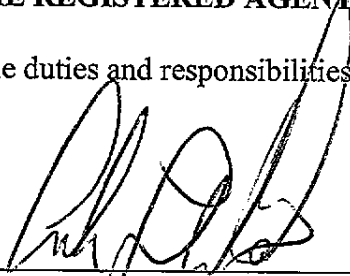
My Commission Expires:

Dottie C. McLeod
NOTARY PUBLIC, State of Florida



ACCEPTANCE BY THE REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as
Registered Agent.



Andrew L. Waks
Registered Agent of Riuniti Opera, Inc.

2/2/01