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WAKS & BARNETT, P.A.

Attorneys at Law

Andrew L. Waks*

Joel M. Barnett

Yadira R. Pedraza

*Board Certified in
Admiralty & Maritime Law

September 6, 2001

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*****43.75 *****43.75

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

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7.11.01 SEP 14 2001

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

Dade: (305) 271-8282
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ARTICLES OF DISSOLUTION

PURSUANT to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST

The name of the corporation is: **RIUNITI OPERA, INC.**

SECOND

The filing date of the articles of incorporation was: FEBRUARY 8, 2001

THIRD

The corporation has not commenced business.

FOURTH

No debt of the corporation remains unpaid.

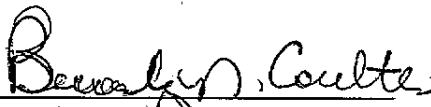
FIFTH

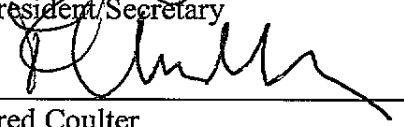
The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH/ ADOPTION OF DISSOLUTION

A majority of the directors authorized the dissolution.

Signed this 30 day of August, 2001.


Beverly Coulter
President/Secretary


Fred Coulter
Vice-President/Treasurer

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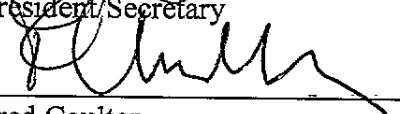
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