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LAW OFFICES OF
• MARC J. POSTELNEK

June 20, 1995

Personal & Confidential
VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Attn.: Ms. Frieda Chesser
New Filings
409 East Gaines Street
Tallahassee, FL 32301

Re: Magia, Inc.

Dear Ms. Chesser:

Pursuant to my secretary's telephone conversation with you today, enclosed you will please find my check payable to the Secretary of State in the amount of \$122.50 in payment of the filing fee for the above-captioned corporation. Please return unsigned check No. 18518 to me when you forward the certified copy of the Articles of Incorporation to my office.

Thank you for your kind attention and cooperation in this matter.

Very truly yours,


MARC POSTELNEK

MP:cm
Enclosure

SUITE II - B
FINANCIAL FEDERAL BUILDING
407 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139

DADE (305) 538-7210
BROWARD (305) 920-0663
FAX (305) 833-5470

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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F. CHESSEY JUN 21 1995

LAW OFFICES OF
MARC J. POSTELNEK

SUITE 11 - B
FINANCIAL FEDERAL BUILDING
407 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139

DADE (305) 538-7210
BROWARD (305) 920-0663
FAX (305) 534-5470

June 16, 1995

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

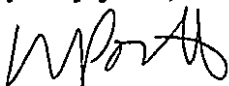
**RE: Articles of Incorporation for:
MAGIA, INC.**

Gentlemen:

Enclosed herewith you will please find Articles of Incorporation for **Magia, Inc.**, along with my check payable to the Secretary of State in the amount of \$122.50. Please file the Articles and mail a certified copy of same to this office at your earliest opportunity.

Thank you for your attention to this matter. If you have any questions, please feel free to contact me.

Very truly yours,



MARC POSTELNEK

MP:cm
Enclosures

ARTICLES OF INCORPORATION
OF
MAGIA, INC.

WE, the undersigned, do submit these Articles for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the corporation shall be: MAGIA, INC. Its business shall be carried out at 407 Lincoln Road, Suite 9-L, Miami Beach, Dade County, FL 33139, or at such other points or places in the State of Florida, the United States, or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at \$1.00 Dollar par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the Incorporators or by the Directors at the meeting called for such purpose.

ARTICLE IV

This Corporation shall begin business with a capital of \$200.00 Dollars and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of \$200.00 Dollars.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than two (2) Directors, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors must be stockholders.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organizational meeting of this Corporation, and until their successors are elected and have qualified are:

Giancarlo Lasio
407 Lincoln Rd., Suite 9-L
Miami Beach, FL 33139

Massimo Bonetti
407 Lincoln Rd., Suite 9-L
Miami Beach, FL 33139

ARTICLE VIII

The offices to be held by the above named Directors are as follows:

GIANCARLO LASIO	-	PRESIDENT
MASSIMO BONETTI	-	SECRETARY and TREASURER

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>SHARES</u>	<u>VALUE</u>
GIANCARLO LASIO 407 Lincoln Rd., Suite 9L Miami Beach, FL 33139	100	\$100.00
MASSIMO BONETTI 407 Lincoln Rd., Suite 9L Miami Beach, FL 33139	100	\$100.00

ARTICLE X

The name and address of the initial registered agent is:
GIANCARLO LASIO, 407 Lincoln Rd., Suite 9-L, Miami Beach, FL 33139.

ARTICLE XI

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or officer of the Corporation, and each person who serves at the request of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her being director or officer of the Corporation,

or by reason of any action alleged to have been taken or omitted by him/her as a director or officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him/her in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE XII

No contract or other transaction between this Corporation and any other firm or corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporations are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he/she is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of

Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he/she were not a director or officer of such other corporation or not so interested.

ARTICLE XIII

The Shareholders of the Corporation are hereby granted preemptive rights as conditions precedent to the issuance or sale of any additional stock of the Corporation.

ARTICLE XIV

The provisions of this Charter, and each and every article and section hereof, and the Bylaws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association, and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 16 day of June, 1995.

Giancarlo Lasio (SEAL)
GIANCARLO LASIO
Massimo Bonetti (SEAL)
MASSIMO BONETTI

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared **GIANCARLO LASIO**, to me well known to be the person described in and who executed and subscribed the foregoing

Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State
aforescribed this 16 day of June, 1995.

Catherine H Metzger

NOTARY



My Commission Expires:

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared
MASSIMO BONETTI, to me well known to be the person described in
and who executed and subscribed the foregoing Articles of
Incorporation, and he acknowledged before me that he executed
the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State
aforescribed this 16 day of June, 1995.

Catherine H Metzger
NOTARY PUBLIC

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA