

P96000020891

February 29, 1996.

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

Re: Vianco, Inc

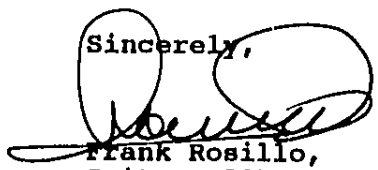
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****122.50 ****122.50

Gentlemen:

Enclosed is a check in the amount of \$122.50 representing the incorporation fee for the above referenced.

If you have any question regarding this application for incorporation. Please don't hesitate to contact the undersigned.

Sincerely,


Frank Rosillo,
Suite A-205
8405 N.W. 53rd St
Miami, Florida 33166
Phone (305) 477-5671

TALLAHASSEE, FLORIDA

03 MAR -4 AM 11:18

FBI

8N MAR -7 1996

2/29/96

ARTICLES OF INCORPORATION
OF

Vianco, Inc

FILED
FEB 26 AM 11:18
TALLAHASSEE, FLORIDA

I, the undersigned, being of sound mind and of legal age, do hereby agree for myself to become a corporation for profit under the laws of the State of Florida, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by such laws on corporations organized pursuant to the provisions thereof, and do hereby make, subscribe, acknowledge and agree to and file these articles of incorporation as follows:

ARTICLE I - NAME

The name of this corporation shall be Vianco, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporation's existence shall commence on the date of execution and acknowledgement of these articles.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation is to include any and all lawful business for which Corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV - STOCK

The total number of shares of capital stock which this corporation shall be authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class of common stock and shall have a par value of One (\$1.00) dollar.

ARTICLE V. - PRE-EMPTIVE RIGHTS

Every shareholder , upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI. - INITIAL OFFICE

The street address of the initial office of this corporation shall be:

Suito A-205
8405 N.W. 53rd St
Miami Florida 33166

ARTICLE VII - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 8405 N.W. 53rd St, Suite A-205, Miami, Florida, 33166 and the name of the initial registered agent at that address is Frank Rosillo.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Fabio P. Costa
Apt 612
7904 West Drive
North Bay Village, Florida 33141

ARTICLE IX - INCORPORATOR


The name and address of the person signing these articles of incorporation is:

Fabio P. Costa
Apt 612
7904 West Drive
North Bay Village, Florida 33141

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscriber has executed these articles of incorporation this 29th day of February 1996.



Name of Subscriber

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS

STATE, NAMING AGENCY UPON WHOM PROCESS MAY BE

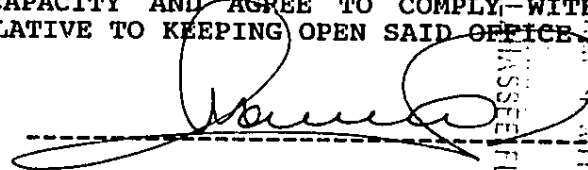
SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That, Vianco, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at Florida, has named Frank Rosillo as its agent to accept service of process within this state.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.



FRANK ROSILLO
FLORIDA
APR 19 1996