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LAW OFFICES OF

PETER C. BIANCHI, JR.

255 UNIVERSITY DRIVE
CORAL GABLES, FL 33134

TELEPHONE: (305) 567-0808
TELECOPIER: (305) 567-0309

January 23, 1997

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

800002069778--7
-01/28/97--01043--013
****122.50 ****122.50

Re: MONOPOLI, INC.

To Whom it may concern:

Enclosed for filing are Articles of Incorporation of MONOPOLI, INC. together with our check (#1200) in the amount of \$122.50 in payment of the filing fees, registered agent designation and certified copy. Please return the certified copy of the Articles of Incorporation to the undersigned.

Should you require anything further in connection with the filing of the enclosed Articles of Incorporation, please advise.

Very truly yours,


Peter C. Bianchi, Jr.

PCB, Jr./ag
Enclosures

FILED
97 JAN 28 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. 01-23-97 JAN 31 1997.

ARTICLES OF INCORPORATION
OF
MONOPOLI, INC.

FILED
97 JAN 28 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I:

The name of this Corporation is:

MONOPOLI, INC.

ARTICLE II:

The principal office and mailing address of the corporation shall be:

785 Falling Rocks Ct.
Roswell, GA 30076

ARTICLE III:

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE IV:

The Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of \$1.00 per share.

ARTICLE V:

The name of the initial registered agent, and the street address of the initial registered office of the corporation are:

Peter C. Bianchi, Jr.
255 University Drive
Coral Gables, FL 33134

ARTICLE VI:

The number of initial directors of the corporation is two (2). The names and addresses of the initial directors of the corporation are:

Marco Rebuffi
785 Falling Rocks Ct.
Roswell, GA 30076

Maurizio Terenzio
AV. GAL. WALDOMIRO DE LIMA 889
PARQUE JABAQUARA
04344-070- SAO PAULO, BRAZIL

The number of directors may be increased or decreased from time to time as provided in the by-laws of the corporation.

ARTICLE VII:

The names and addresses of the initial officers of the corporation are:

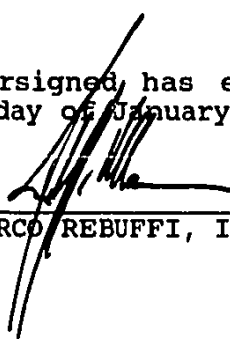
Marco Rebuffi PRESIDENT/SECRETARY
785 Falling Rocks Ct.
Roswell, GA 30076

Maurizio Terenzio VICE PRESIDENT/TREASURER
AV. GAL. WALDOMIRO DE LIMA 889
PARQUE JABAQUARA
04344-070- SAO PAULO, BRAZIL

ARTICLE VIII:

The name and address of the Incorporator of the corporation is Marco Rebuffi, 785 Falling Rocks Ct., Roswell, GA 30076

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation this 21st day of January, 1997.



MARCO REBUFFI, Incorporator

STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set above, personally

appeared MARCO REBUFFI , known to me and known by me or who produced Italian Passport 247724 F as identification, who did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of January, 1997.

My Commission Expires:



PETER C BIANCHI, JR
My Commission CC565073
Expires Jul. 28, 2000

Peter C. Bianchi, Jr.
NOTARY PUBLIC, State of Florida

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.

Peter C. Bianchi, Jr.
PETER C. BIANCHI, JR.

FILED
97 JAN 28 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA