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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: VIA CASTELLI CORP.  
AUDIT NUMBER.....H97000017265  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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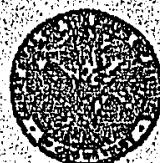
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10/24/97 10:11 Florida Department 51 /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Martham  
Secretary of State

October 24, 1997

EMPIRE

SUBJECT: VIA CASTELLI CORP.  
REF: W97000023684

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H97000017265  
Letter Number: 197A00051844

Reg. agent name

Editor ac Leticia

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## ARTICLES OF INCORPORATION VIA CASTELLI CORP.

### ARTICLE I

The name of this corporation shall be:  
VIA CASTELLI CORP..

With the principal place of business located at:  
2404 HOLLYWOOD BLVD  
HOLLYWOOD, FL 33020

### ARTICLE II GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

### ARTICLE III CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Common Stock, par value \$1.00 (one U.S. dollar) per share.)

### ARTICLE IV PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### ARTICLE V INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:  
2404 HOLLYWOOD BLVD  
HOLLYWOOD, FL 33020

The Name of the initial REGISTERED AGENT of this Corporation is:  
ALAN S. GLUECK

PREPARED BY: THE LAW OFFICES OF ALAN S. GLUECK  
ALAN S. GLUECK # 224178 FL  
2404 HOLLYWOOD BLVD (305) 373-8808

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## ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 Director(s) initially, the number of Directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

President - LETÍCIA CASTELLI FRANCESCHINI  
Vice-President - HELOISA MARIA CASTELI ROSSETTO

## ARTICLE VII INCORPORATOR

The name and address of the person signing this article is:

LETÍCIA CASTELLI FRANCESCHINI  
2404 HOLLYWOOD BLVD  
HOLLYWOOD, FL 33020

## ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

## ARTICLE IX MANAGEMENT OF CORPORATION SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Director of, shareholders of this Corporation.

## ARTICLE X BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested on the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Article of Incorporation this October 14, 1997.

Letícia Castelli Franceschini  
Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT VIA CASTELLI CORP.,  
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA,  
WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE  
OF FLORIDA HAS APPOINTED:

ALAN S. GLUECK

AS ITS AGENT ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

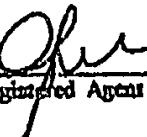
ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

VIA CASTELLI CORP.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION  
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO  
ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION,  
AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE  
FLORIDA STATUTES.

THIS 14 DAY OF OCTOBER, 1997

  
\_\_\_\_\_  
Registered Agent

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DIVISION OF CORPORATIONS  
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STATE OF FLORIDA)  
COUNTY OF DADE )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE  
ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE,  
PERSONALLY APPEARED.

LETICIA CASTELLI FRANCESCHINI

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING  
ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT  
HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED  
MY OFFICIAL SEAL.

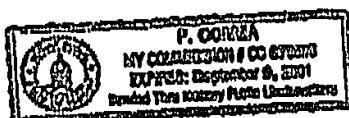
IN THE STATE AND COUNTY AFORESAID

THIS 14 DAY OF OCTOBER , 1997

P. G.

NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires:



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