

P99000074899

Eduardo Garcia
901 Ponce de Leon Blvd
Suite 606
Coral Gables, FL 33134

July 12, 1999

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

200002931982--7
-07/15/99-01030-017
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find the Certificate of Incorporation of **Massi Productions, Inc.** and a check in the amount of \$78.75 that covers the filing fees, certified copy and registered agent designation.

Sincerely,



Eduardo Garcia

FILED
99 AUG 23 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6 GALLONCHISE

AUG 23 1999

W99000074899



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 13, 1999

EDUARDO GARCIA
901 PONCE DE LEON BLVD. "2ND MAILING
SUITE 606
CORAL GABLES, FL 33134

SUBJECT: MASSI PRODUCTIONS, INC.
Ref. Number: W99000016960

We have received your document for MASSI PRODUCTIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Cheryl Gallmon-Case
Document Specialist

Letter Number: 399A00037654

CERTIFICATE OF INCORPORATION

OF

MASSI PRODUCTIONS, INC.

FILED
99 AUG 23 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions;

ARTICLE ONE

The name of the corporation shall be:

MASSI PRODUCTIONS, INC.

ARTICLE TWO

The corporation may engage in any activity of business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE THREE

The maximum numbers of shares of stock, which the corporation shall have outstanding at any time, shall be 10,000 Shares of stock, which shall be common stock of a par value of 1.00 Dollar per share. All or any part of the capital stock may be paid for either in lawful moneys of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of 1,000.00 Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The principal office of the corporation shall be located at:

300 Esplanade
Suite 51B
Boca Raton, FL 33432

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and addresses of the members of the First Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
Massimiliano DeBiase	300 Esplanade Suite 51B Boca Raton, FL 33432
Gilberto DeBiase	300 Esplanade Suite 51B Boca Raton, FL 33432

ARTICLE NINE

The names and addresses of the subscribers to this certificate of Incorporation and the number of shares of stock, which the subscriber agrees to take, are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Massimiliano DeBiase	300 Esplanade Suite 51B Boca Raton, Fl 33432	1000

ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of the Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE TWELVE

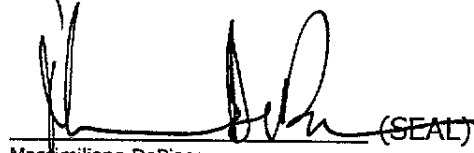
Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE THIRTEEN

The corporation does hereby designate the following address as its registered office:

300 Esplanade
Suite 51B
Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 28 day of July, 1999.


Massimiliano DeBiase (SEAL)

STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Massimiliano DeBiase, known to me and known by me to be the persons who executed the foregoing articles of incorporation, and who acknowledged before me that they executed these articles of incorporation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAYBE SERVED.

99 AUG 23 PM 12:15
FILED
SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

In pursuance of chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said act:

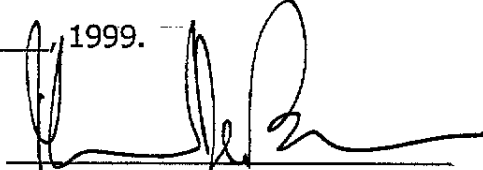
MASSI PRODUCTIONS, INC.

desiring to organize under the Laws of the State of Florida with its principal place
of business in the City of Boca Raton, County of Palm Beach, State of Florida,
has named Massimiliano DeBiase located at 300 Esplanade, Suite 51B, Boca
Raton, Fl 33432, as its agent to accept service of process within the State of
Florida.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby accept the
appointment as Registered Agent and agree to act in this capacity. I further
agree to comply with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and accept the
obligations of my position as Registered Agent.

Dated this 28 day of July, 1999.


Resident and Registered Agent
Massimiliano DeBiase

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal, in the state and county aforesaid, this 28 day of July,
1999.


NOTARY PUBLIC
State of Florida at Large

My Commission expires: