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Law Offices

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TRANSMITTAL LETTER

October 18, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-10/23/00--01126--006
*****87.50 *****87.50

RE: Frederico, Inc.

Enclosed please find the following:

1. The original and one (1) copy of the Articles of Incorporation

2. A check for $87.50 for the filing fee, registered agent designation fee and and a certified copy and certificate of status

3. The original and one (1) copy of the Certificate of Designation of Registered Agent/Registered Office

Please return the Certified Copy and Certificate of Status to my office. Thank you.

Sincerely,

Richard J. Rilling

Enc.

FILED
00 OCT 23 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pt 10/24/00

FILED

00 OCT 23 PM 1:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FREDERICO, INC.

The undersigned incorporator, for the purpose of forming a Corporation under Florida Statutes, Chapter 607, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation shall be Frederico, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this Corporation is 231 NW 18th Avenue, Delray Beach, Florida 33444.

ARTICLE III - CAPITAL STOCK

Section 4.1: Authorized Capital

This Corporation is authorized to issue up to one hundred thousand (100,000) shares of stock which shall be designated as "Common Stock". This Corporation is not authorized to issue preferred shares. This Corporation can issue additional shares upon approval of the Board of Directors.

Section 4.2: Restrictions on Transfer of Stock

The shareholders may, by Law, Provision or Shareholder's agreement recorded in the Minute Book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may see fit.

Section 4.3: Approval of Shareholders Required for Merger

The approval of a majority of the Shareholders of this Corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation is Richard J. Rilling, P.A., 370 W. Camino Gardens Blvd, Suite 210, Boca Raton, Florida 33432 and the name of the initial registered agent is Richard J. Rilling, Esq.

ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles is:

Tom Frederico
231 NW 18th Avenue
Delray Beach, Florida 33444

ARTICLE VI - INITIAL DIRECTOR

This Corporation shall have one (1) Director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Tom Frederico
231 NW 18th Avenue
Delray Beach, Florida 33444

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of October, 2006.

Tom Frederico

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Frederico, Inc.

2. The name and address of the registered agent and office is:

Richard J. Rilling, Esq.
Richard J. Rilling, P.A.
370 W. Camino Gardens Blvd.
Suite 210
Boca Raton, FL 33432

Having been named as registered agent and 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.

Richard J. Rilling, Esq.

10/15/00
Date