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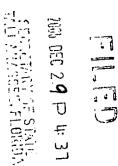
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15TH FLOOR • TWO CHATHAM CENTER • PITTSBURGH, PA 15219 (412) 454-0200 • FAX: (412) 281-6622

Tracey L. Maier (412) 454-0236 tmaier@williamscoulson.com

December 28, 2006

## VIA FEDERAL EXPRESS

Department of State Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Re: Articles of Incorporation for Zambelli, Inc.

Dear Sir or Madam:

Please find enclosed the following:

- 1. Articles of Incorporation for Zambelli, Inc.
- 2. Check for \$78.75 for the filing fee & certificate of status, made payable to the Florida Department of State.

Please send any receipts or correspondence back to me at the following address:

Tracey L. Maier, Esq. Williams Coulson 1500 Two Chatham Center Pittsburgh, PA 15219.

If you should have any questions or comments, please contact me immediately at (412) 454-0236.

Very truly yours,

Tracey L. Maier

{WC225603 1 }

WILLIAMS COULSON JOHNSON LLOYD PARKER & TEDESCO, LLC

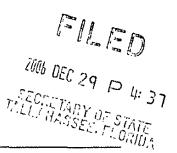
IRS CIRCULAR 230 TAX ADVICE DISCLAIMER: Any federal tax advice contained in this communication (including attachments or enclosures) is not intended or written to be used, and it cannot be used, for the purpose of (1) avoiding any penalty that may be imposed by the Internal Revenue Service or (2) promoting, marketing or recommending any transaction or matter.

## **COVER LETTER**

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

SUBJECT: Zambelli, Inc.		
(PROPOSED CORPO	RATE NAME – <u>MUST INCLU</u>	IDE SUFFIX)
Enclosed are an original and one (1) copy of the	articles of incorporation and	a check for:
\$70.00 \$78.75 Filing Fee Filing Fee	\$78.75 Filing Fee	\$87.50 Filing Fee,
& Certificate of Status	& Certified Copy	Certified Copy & Certificate of
	ADDITIONAL CO	Status PY REQUIRED
FROM: Tracey L. Maier, Esq.		
Na	ame (Printed or typed)	
1500 Two Chatham Ce	nter	
	Address	
Pittsburgh, PA 15219		
C	City, State & Zip	
(412) 454-0236		
	ne Telephone number	

NOTE: Please provide the original and one copy of the articles.



## ARTICLES OF INCORPORATION In compliance with Chapter 607

1. The name of the Corporation is:

Zambelli, Inc.

2. The principal office of the Corporation is:

2293 Lob Lolly Lane

Deerfield Beach, FL 33442

3. The purpose of the corporation is as follows:

To do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended, for such purposes to have and enjoy all proper and lawful powers under the laws of the State of Florida.

4. The Corporation is organized on a stock share basis. The aggregate number of shares, classes of shares and par value of shares which the Corporation shall have authority to issue shall be as follows:

Number, class and par value of shares:

1,000 Voting Common Stock,

\$1 par value per share

5. The name and Florida street address of the registered agent is:

Danabeth Zambelli 2293 Lob Lolly Lane Deerfield Beach, FL 33442

6. The name and address of the incorporator of the Corporation is as follows:

Tracey L. Maier, Esq. Williams Coulson Two Chatham Center, Suite 1500 Pittsburgh, Pennsylvania 15219

- 7. Term of existence of the Corporation is perpetual.
- 8. At the election of the shareholders of the Corporation, the Corporation shall be empowered to indemnify, to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as amended, each person that such Section grants the Corporation the power to indemnify.
- To the fullest extent permitted by the Florida Business Corporation Act, as amended, an
  officer of the Corporation shall not be personally liable to the Corporation or its
  shareholders for monetary damages.

- 10. To the fullest extent permitted by the Florida Business Corporation Act, as amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.
- 11. The Corporation shall be governed by a Board of Directors which shall consist of such numbers of directors as may be fixed from time to time by the Board of Directors of the Corporation. The directors of the Corporation shall be appointed for such terms as are set forth in the by-laws of the Corporation by a majority vote of the shareholders. In the event that a vacancy occurs during the terms of any director or directors of the Corporation, whether caused by resignation, removal, death or any other reason whatsoever, such vacancy shall be filled by an appointment for the remainder of such term by a majority vote of the directors at a special meeting of such directors called for such purpose. Any director on said Board of Directors of the Corporation may resign by delivering a written notice of such resignation to the Secretary of the Corporation.
  - 12. The Board of Directors shall have the power to make, alter, amend or repeal the by-laws of the Corporation.

On this 28<sup>th</sup> day of December, 2006, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in its capacity.

Danahoth Zambelli
Danabeth Zambelli

IN WITNESS WHEREOF, the incorporator has signed and sealed the articles of incorporation this 28<sup>th</sup> day of December, 2006.

Tracey L. Maier, Esq.