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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

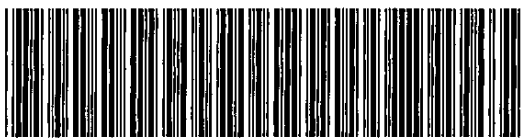
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2006 DEC 29 P 4: 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

12-29-06
PC

WILLIAMS  COULSON
ATTORNEYS AT LAW

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:

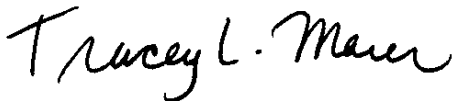
1. Articles of Incorporation for Zambelli, Inc.
2. Check for \$78.75 for the filing fee & certificate of status, made payable to the Florida Department of State.

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 CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Tracey L. Maier, Esq.

Name (Printed or typed)

1500 Two Chatham Center

Address

Pittsburgh, PA 15219

City, State & Zip

(412) 454-0236

Daytime Telephone number

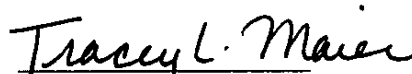
NOTE: Please provide the original and one copy of the articles.

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 28th 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.


Danabeth Zambelli

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


Tracey L. Maier, Esq.