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Secretary of State
State of Florida
The Capitol
Tallahassee, Fl. 32304

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*****70.00 *****70.00

Enclosed are the Articles of Incorporation for Basilotto Enterprises, Inc., and a check in the amount of \$70.00 for filing fees and taxes.

If you should have any questions, please call me collect at (941) 474-3651.

Sincerely,

Michael S. Basilotto

Michael S. Basilotto
299 Washington St.
Englewood, Fl. 34223

FILED
98 JAN -5 AM 10: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

re 1/7/98

ARTICLES OF INCORPORATION
OF
BASILOTTO ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND MAILING ADDRESS

The name of this corporation is Basilotto Enterprises, Inc.
The mailing address is 299 Washington St. Englewood, Fl. 34223.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock having a par value of one (1) dollar per share.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 299 Washington St., Englewood, Fl. 34223, and the name of the initial registered agent of this corporation at that address is Michael S. Basilotto.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director 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. The name and address of the initial Director is:

1. Michael S. Basilotto
299 Washington St.
Englewood, Fl. 34223

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation, the act of shareholders representing majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

ARTICLE X - INCORPORATORS

The name and address of the person signing these Articles is as follows: Michael S. Basilotto, 299 Washington St., Englewood, Fl. 34223.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeat Bylaws shall be vested in the Board of Directors, and the shareholders.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation and any amendment hereto, any right conferred upon the stockholders is subject to this reservation.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 31st day of December, 1997.

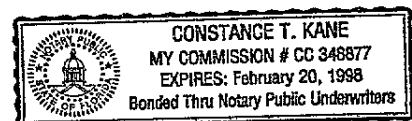
Michael S. Basilotto
Michael S. Basilotto

STATE OF FLORIDA
COUNTY OF ~~SARASOTA~~
CHARLOTTE

The foregoing instrument was acknowledged before me this 31st day of Dec, 1997, by Michael S. Basilotto.

Constance T. Kane
Notary Public

My Commission Expires:



ACCEPTANCE OF RESIDENT AGENT

The undersigned having been designated in these Articles of Incorporation as Resident Agent hereby accepts that role and agrees to serve in that role as prescribed by law.

Michael S. Basilotto

Michael S. Basilotto

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA