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FLORIDA PROFIT CORPORATION OR P.A.

KARCINELL & ASSOCIATES, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
Karcinell & Associates, Inc.**

EFFECTIVE DATE
01-06-00

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Karcinell & Associates, Inc. The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE II

The existence of the corporation shall begin on January 6th, 2000.

ARTICLE III

The street address of the principal office of the Corporation is 2699 Stirling Rd, C-105 Ft. Lauderdale, FL 33312.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is Five-Hundred (500), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 6741 Orange Drive, Davie, FL 33314. The initial registered agent for the Corporation at that address is Michael H. Merino.

ARTICLE VI

The initial board of directors shall consist of two (2) member(s). The name(s) and address of the person(s) who will serve on the initial board of directors are/is: Victor Karcinell and Gary Karcinell of 2699 Stirling Rd., C-105, Fort Lauderdale, FL 33312.

Prepared By:
Michael H. Merino, Esq
Michael H. Merino, P.A.
6741 Orange Drive
Davie, FL 33314
Florida Bar # 0082073
(954)321-7701

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ARTICLE VII

The Officers of the Corporation shall be:

President/Treasurer/Secretary:	Victor Karcinell
Vice-President:	Gary Karcinell

ARTICLE VIII

The name(s) and street addresses of the person(s) signing these articles of incorporation are/is: Michael H. Merino, Esq of 6741 Orange Drive, Davie, FL 33314.

ARTICLE IX

The name and street address of the incorporator is: Michael H. Merino, Esq of 6741 Orange Drive, Davie, FL 33314.

ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 5th day of January 2000.

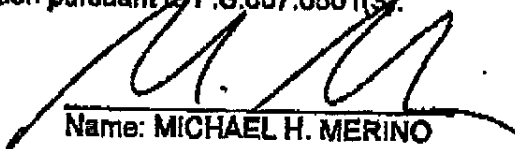


Name: MICHAEL H. MERINO

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Karcinell & Associates, Inc. at the place designated by the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: January 5th, 2000.



Name: MICHAEL H. MERINO

Prepared By:

Michael H. Merino, Esq
Michael H. Merino, P.A.
6741 Orange Drive
Davie, FL 33314
Florida Bar # 0062073
(964)321-7701

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