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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

D'ELIO ENTERPRISES, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 14, 2000

EMPIRE

SUBJECT: D'ELIO ENTERPRISES, INC.
REF: W00000001279

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE LIST THE RA'S ADDRESS IN ARTICLE 5 AND THE INCORPORATOR NEEDS TO SIGN ON PAGE 4.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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(6)

ARTICLES OF INCORPORATION

OF

D'ELIO ENTERPRISES, INC

The undersigned for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

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TALLAHASSEE, FLORIDA

Article I

NAME

The name of the corporation is D'ELIO ENTERPRISES, INC and the principal address shall be 7800 Red Road., Suite 207 C., South Miami, Florida 33143.

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing to the Department of State.

Article III

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article IV

CAPITAL STOCK

- (a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) per value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative Voting. Cumulative voting shall not be permitted.

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street of the initial registered office of this corporation is 7800 Red Road., Suite 207 C, South Miami, Florida 33143 and the name of the initial registered agent of this corporation is Elio Di Bartolomeo.

Article VI

DIRECTORS

(a) Number. This corporation shall have TWO (2) initially. The number of directors may have increased or diminished from time to time be the by-laws, but shall never be less than two.

(b) Initial Director. The name and street of the directors of the corporation are:

NAME

ADDRESS

Name : Elio Di Bartolomeo
Position : President

Address : 7800 Red Road., Suite 207 C
South Miami, Florida 33143

Name : Maria Isabel Di Bartolomeo
Position : Director

Address : 7800 Red Road., Suite 207 C
South Miami, Florida 33143

(c) Compensation. The board of directors hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any other form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

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The directors shall adopt the initial bylaws of this corporation. Bylaws shall be adopted, altered, amended or repealed from time to time either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

INCORPORATOR

William J. Sanchez, Esq.
10621 N. Kendall Drive., Suite 211
Miami, Florida 33176

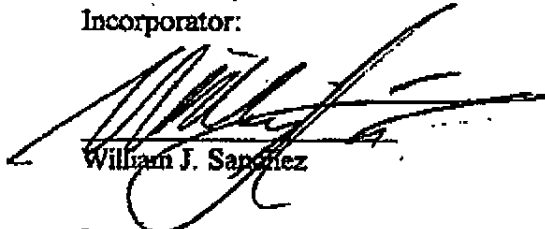
Article IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 1st day of January, 2000.

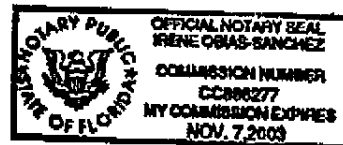
Incorporator:


William J. Sanchez

State of Florida)

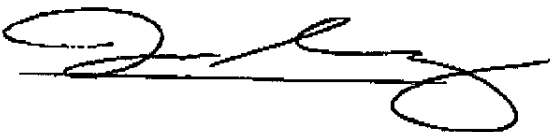
County of Dade)

SS



The following instrument was acknowledged and personally known before me this 11th day of January, 2000.

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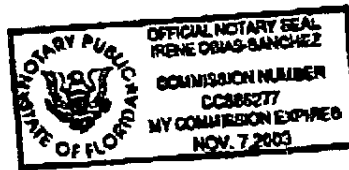


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NOTARY PUBLIC, State of Florida

Identification Produced

or

☒ Personally Known

My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48, 901, Florida Statutes, the following is submitted. D'ELIO ENTERPRISES, INC organizes or qualifies under the laws of the State of Florida, with its principal place of business at 7800 Red Road., Suite 207 C South Miami, Florida 33143 has named ELIO DI BARTOLOMEO (President), located at 7800 Red Road., Suite 207 C South Miami, Florida 33143 as its agent and accept service of process within Florida.

Incorporator:

William J. Sanchez

Date:

1/11/00

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TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Elio Di Bartolomeo (Registered Agent)

Date:

1/19/00

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