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January 3, 2000

Reply to: DeLand
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Florida Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32399

Re: The Incorporation of: EMIL PAGLIARI ENTERPRISES, INC.

Dear Sirs:

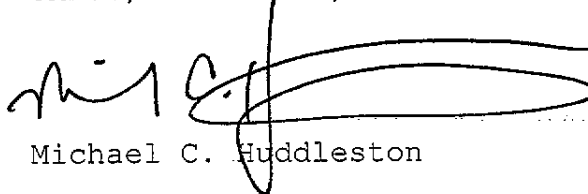
Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced matter, together with my client's check in the amount of \$122.50 for filing same.

Also enclosed please find a self addressed, stamped envelope for your convenience in returning the filed Articles of Incorporation and Certificate of Incorporation to this office.

Thank you for your attention and consideration. Should you have any questions or problems with the enclosed, please do not hesitate to contact me.

Very truly yours,

JAMES, ZIMMERMAN, PAUL & HUDDLESTON, LLP


Michael C. Huddleston

MCH/kr
enclosures
cc: Client

FILED
00 JAN 11 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Debbie GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA address ART. III & on Desig. Page
DATE 1/20
DOC. EXAM SHT

S. Thompson JAN 20 2000

ARTICLES OF INCORPORATION

OF

EMIL PAGLIARI ENTERPRISES, INC.

00 JAN 11 AM 12:15
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby makes these Articles in order to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be **EMIL PAGLIARI ENTERPRISES, INC.**

ARTICLE II

ADDRESS

The initial Post Office address of the principal office of this corporation in the State of Florida is Post Office Box 9099, Hurlburt Field, Florida 32544.

The directors may from time to time move the principal office to any other address in Florida.

ARTICLE III

INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is **Emil Pagliari**, 519 E. Williams Ave., Crestview, Florida 32539.

ARTICLE IV

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: The corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States.

ARTICLE V

CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI

TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

DIRECTORS

The corporation shall have at least one (1) director, initially. The number of directors may be increased or diminished from time to time, by By Laws adopted by the Stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The names and Post Office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Emil Pagliari	Post Office Box 9099

Hurlburt Field, Florida 32544

ARTICLE IX

INCORPORATORS

The names and Post Office addresses of the Incorporator of the Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Emil Pagliari	Post Office Box 9099 Hurlburt Field, Florida 32544

ARTICLE X

OFFICERS

The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer and such other officers as the directors shall deem necessary. The names, titles, and addresses of the first officers of the Corporation who shall hold office subject to the provisions of these Articles of Incorporation, the By-Laws of this Corporation and the laws of the State of Florida until their successors are elected or appointed are as follows:

President: Emil Pagliari	Post Office Box 9099 Hurlburt Field, Florida 32544
Vice-Pres.: Emil Pagliari	Post Office Box 9099 Hurlburt Field, Florida 32544
Secretary: Emil Pagliari	Post Office Box 9099 Hurlburt Field, Florida 32544
Treasurer: Emil Pagliari	Post Office Box 9099 Hurlburt Field, Florida 32544

ARTICLE XI

BYLAWS

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

ARTICLE XII

PRE-EMPTIVE 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 XIII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in all meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIV

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed

these Articles of Incorporation, this 20th day of December, A.D.,
1999.

Emil Pagliari
Emil Pagliari

STATE OF FLORIDA)

COUNTY OF VOLUSIA)

BEFORE ME, a Notary Public authorized to take acknowledgments
in the State and County set forth above, personally appeared Emil
Pagliari, known to me and known by me to be the person who executed
the foregoing Articles of Incorporation, and he acknowledged
before me that he executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in the state and county aforesaid, this 20th day of December,
A.D., 1999.



M Kathleen Rahn
My Commission CC588439
Expires Sep. 25, 2000

M. Kathleen Rahn
Notary Public, State of Florida
My Commission #:
My Commission Expires:

Printed Name of Notary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is

submitted, in compliance with said Act. That **EMIL PAGLIARI ENTERPRISES, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation located at Post Office Box 9099, Hurlburt Field, Florida 32544, has named **Emil Pagliari**, 519 E. Williams Ave., Crestview, Florida 32539 as its agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By:

Emil Pagliari
Emil Pagliari
(Registered Agent)

FILED
00 JAN 11 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA