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Law Offices

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Suite 205

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Telefax  
(561) 686-8764

00 APR 27 AM 11:48  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Telephone  
(561) 682-2000

April 21, 2000

State of Florida  
Division of Corporation  
Secretary of State  
P. O. Box 6327  
Tallahassee, FL 32314-6327

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-04/27/00--01022--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation - The S. Dinalle Group, Inc.

Dear Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above referenced subject matter. Please file the original in your office, and certify, and return to me one certified copy. Also, enclosed is a check in the amount of \$78.75 for the filing fee and a certified copy. Thank you for your immediate attention to this matter.

Very truly yours,

*Andrew DeGraffenreidt III*  
Andrew DeGraffenreidt, III  
Attorney at Law

ENCLOSURE

F. CHESLER APR 27 2000

ARTICLES OF INCORPORATION  
OF  
THE S. DINALLE GROUP INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this corporation is THE S. DINALLE GROUP INC., and its principal place of business shall be located at 619 SW 5<sup>TH</sup> Avenue, Delray Beach, FL 33444.

ARTICLE II

CORPORATE NATURE

This is a corporation that shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III- PURPOSES

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE-IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares".

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 South Australian Avenue, Suite 205 West Palm Beach, FL 33409 and the name of the initial registered agent of this corporation at that address is ANDREW DEGRAFFENREIDT, III.

#### ARTICLE VII - DIRECTORS

Initially, this corporation shall one Director who shall serve until successors shall be elected or appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. the name and address of the initial director is as follows:

NAME	ADDRESS
STEPHANIE ROLLE	619 SW 5 <sup>th</sup> Avenue, Delray Beach, FL 33444.

#### ARTICLE -VIII -OFFICERS

The name and address of the initial offices of the corporation, who shall serve until their successors shall be elected or appointed, are:

NAME	ADDRESS
STEPHANIE ROLLE	619 SW 5 <sup>th</sup> Avenue, Delray Beach, FL 33444.

#### ARTICLE - IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

NAME	ADDRESS
STEPHANIE ROLLE	619 SW 5 <sup>th</sup> Avenue, Delray Beach, FL 33444.

#### ARTICLE - X-INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former officer or Director, to the full extent permitted by law, No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer as provided in section 607.0831, Florida Statutes (1998).

#### ARTICLE- XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator have executed these Articles of Incorporation on the date of signing.

Dated: March 28, 2000.

By Stephanie Rolle  
STEPHANIE ROLLE  
Incorporator

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that THE S. DINALLE GROUP INC., desiring to organize or qualify under the laws of the State of Florida, has named ANDREW DEGRAFFENREIDT, III, as its agent to accept service of process within Florida.

Dated: March 28, 2000.

By Stephanie Rolle  
STEPHANIE ROLLE  
Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 APR 27 AM 11:48

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ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above started corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 21, 2000.

By Andrew DeGraffenreidt, III  
ANDREW DEGRAFFENREIDT, III  
Registered Agent