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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Medinacelli, Inc.

Enclosed are an original and one copy of the articles incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

<u> </u> \$70.00	<u> X </u> \$78.75	<u> </u> \$122.50	<u> </u> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy, & Certificate

FROM: Percy R. Medinacelli
855 21st Street
Vero Beach, Florida 32960
561-569-3500

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S. Thompson APR 28 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Medinacelli, Inc.

ARTICLE I. CORPORATE NAME

The name of this corporation is Medinacelli, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 855 21st Street, Vero Beach, Florida 32960.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 100, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE


The name and address of the initial registered agent are Percy R. Medinacelli, 855 21st Street, Vero Beach, Florida 32960

ARTICLE V. INCORPORATORS

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are

Name	Address
Percy R. Medinacelli	855 21st Street, Vero Beach, Florida 32960

The undersigned has/have executed these articles of incorporation on 04-25-00


Percy R. Medinacelli, Title

This document was prepared with the assistance of Kimberly A. Temple Paralegal Service, 1420 20th Street, Vero Beach, Florida 32960, (561) 778-0021 April 24, 2000.

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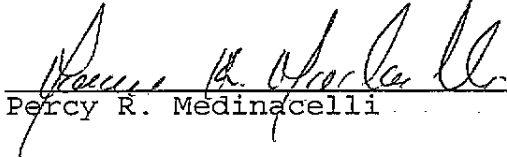
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Medinacelli, Inc.
2. The name and address of the registered agent and office is:

Percy R. Medinacelli
855 21st Street
Vero Beach, Florida 32960

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and 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.


Percy R. Medinacelli

Date: 04-25-00

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