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To:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 15 AM 8:46

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FLORIDA PROFIT CORPORATION OR P.A.

MACALUSO'S & CO., INC.

Certificate of Status	0
Certified Copy	1
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EMPIRE CORP

305 541 3770 P.02/03

ARTICLES OF INCORPORATION

OF

MACALUSO'S & CO., INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MACALUSO'S & CO., INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1568 Springside Drive, Weston, Florida 33326

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares @ \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**Peter J. Yanowitch
800 Brickell Avenue, Suite 550
Miami, Florida 33131**

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

**Peter J. Yanowitch
800 Brickell Avenue, Suite 550
Miami, Florida 33131**

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CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA

11000 00026766
The undersigned has(have) executed these Articles of Incorporation this 15th day
of May, 2000.



Peter J. Yanowitch, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, 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:

MACALUSO'S & CO., INC.

2. The name and address of the registered agent and office is:

**Peter J. Yanowitch
800 Brickell Avenue, Suite 550
Miami, Florida 33131**

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STATE OF FLORIDA
TALLAHASSEE

SIGNATURE _____

TITLE _____

DATE _____


Registered Agent

5.15.00

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE _____

DATE _____


5.15.00

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