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TRANSMITTAL LETTER

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

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-08/17/00--01060--008
*****78.75 *****78.75

SUBJECT: CEROLA & ASSOCIATES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: BRUCE LIEBERMAN, ESQ.
Name (Printed or typed)

3803 SHERWOOD BLVD.
Address

DELRAY BEACH, FLORIDA 33445
City, State & Zip

561-638-3680
Daytime Telephone number

FILED
00 AUG 17 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

8-23
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**ARTICLES OF INCORPORATION
OF
CEROLA & ASSOCIATES, INC.**

FILED
00 AUG 17 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, are natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Cerola & Associates, Inc.

ARTICLE II

NATURE OF BUSINESS

This corporation shall have the power to transfer or engage in any business permitted under the laws of the United States and the State of Florida.

ARTICLE III

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 100 shares of common stock having a par value of \$.01 per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall not be less than One Hundred Dollars (\$100.00).

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be 3510 Sherwood Boulevard, Delray Beach, Florida 33445. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

ARTICLE VII

DIRECTORS

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and, subject to such minimum, may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be two (2).

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

Joseph J. Cerola
3510 Sherwood Boulevard
Delray Beach, Florida 33445

President/Director

Georgianna Cerola
3510 Sherwood Boulevard
Delray Beach, Florida 33445

Vice President/
Director

ARTICLE IX

SUBSCRIBERS

The names and addresses of the persons signing these Articles of Incorporation as subscribers are:

Joseph J. Cerola
3510 Sherwood Boulevard
Delray Beach, Florida 33445

Georgianna Cerola
3510 Sherwood Boulevard
Delray Beach, Florida 33445

ARTICLE X

VOTING FOR DIRECTORS

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided by the By-Laws.

ARTICLE XI

CONTRACTS

No contract or other transaction between this corporation and any person, firm, or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, as officer, director, or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

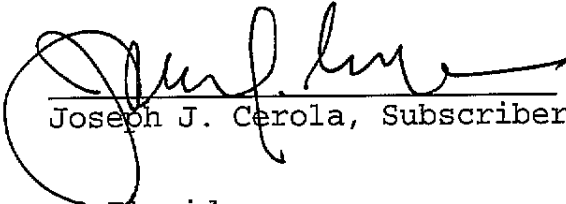
ARTICLE XIII

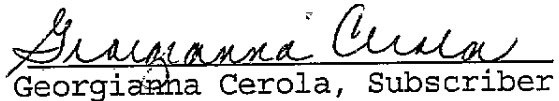
RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

Joseph J. Cerola
3510 Sherwood Boulevard
Delray Beach, Florida 33445

IN WITNESS WHEREOF, we have hereunto subscribed to and
executed these Articles of Incorporation on August 3, 2000.

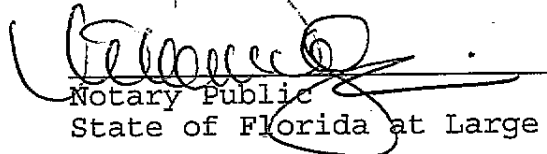

Joseph J. Cerola, Subscriber


Georgianna Cerola, Subscriber

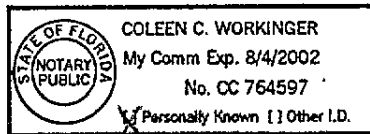
State of Florida
County of Dade

The foregoing instrument was acknowledged before me on August
3, 2000, by Joseph J. Cerola, who identified himself with Florida
driver's license C640-490-38-091-0 and who did take an oath.

The foregoing instrument was acknowledged before me on August
3, 2000, by Georgianna Cerola, who identified herself with
Florida driver's license C640295418680 and who did take an oath.


Notary Public
State of Florida at Large

My Commission Expires:

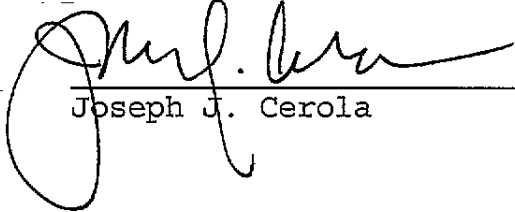


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted:

Cerola & Associates, Inc., desiring to organize a corporation under the laws of the State of Florida with its principal place of business as stated in the Articles of Incorporation has named Joseph J. Cerola, located at 3510 Sherwood Boulevard, Delray Beach, Florida 33445 as its agent upon whom process may be served within this state.

Having been named to accept service of process for the above-stated corporation, I hereby accept to act in this capacity and to comply with the provisions of the Act relative to keeping open said office.



Joseph J. Cerola

FILED
00 AUG 17 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FL 32399