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CORRESPONDING OFFICE

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CORRESPONDING OFFICE

One Gateway Center
Suite 2600
Newark, New Jersey 07102

September 5, 2000

TRANSMITTAL LETTER

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

SUBJECT: Our File No.: 7183-11
Articles of Incorporation
MACHETTI, INC.

800003403488--6
-09/25/00--01144--005
*****78.75 *****78.75

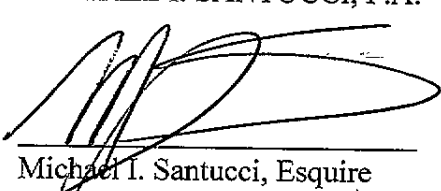
Enclosed please find the original Articles of Incorporation for **MACHETTI, INC.** along with a check in the amount of \$78.75 for filing fee and designation of registered agent. Please return a stamped copy to my office in self-addressed stamped envelope provided.

Thank you for your cooperation.

Thank you,

Law Offices of
MICHAEL I. SANTUCCI, P.A.

By:


Michael I. Santucci, Esquire

FILED
00 SEP 25 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared By:
LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.
4901 North Federal Highway
Suite 440
Fort Lauderdale, FL 33308
Telephone: (954) 492-0071
Florida Bar No. 0105260

H. JESSER

SEP 27 2000

ARTICLES OF INCORPORATION

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

ARTICLE I - NAME

The name of the corporation shall be: **MACHETTI, INC.**

ARTICLE II - PRINCIPAL OFFICE

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

P.O. Box 490712
Fort Lauderdale, Florida 33349

N/A

ARTICLE III - SHARES

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

One Thousand (1000) Shares which shall have a par value of \$1.00.

ARTICLE IV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V - RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

00 SEP 25 AM 9:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one (1), and the name and address of the persons who is to serve as director until the first annual meeting of the shareholders or until his successors are elected and qualified is:

Joseph McKinney, Director
P.O. Box 490712
Fort Lauderdale, Florida 33349

ARTICLE VII - INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

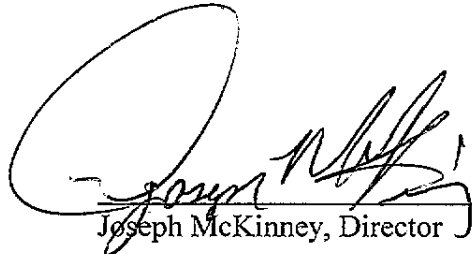
Michael I. Santucci, P.A.
4901 North Federal Highway
Suite 440
Fort Laquerdale, Florida 33309

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Joseph McKinney, Director
P.O. Box 490712
Fort Lauderdale, Florida 33349

The undersigned incorporator has executed these Articles of Incorporation this _____
day of September, 2000.


Joseph McKinney, Director

Michael I. Santucci, Esq.
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
Telephone: (954) 561-0001
Florida Bar No. 0105260

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **MACHETTI, INC.**
2. The name and address of the registered agent is: **MICHAEL I. SANTUCCI, P.A.**
Nations Bank Building
4901 North Federal Highway, Suite 440
Fort Lauderdale, Florida 33308

HAVING BEEN NAMED AS REGISTERED AGENT 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.

9/2000
DATE

BY:


MICHAEL I. SANTUCCI, ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 25 AM 9:46

FILED

Prepared By:
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