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Halina Adamski Martrildonno
P.O. Box 95
Geneva FL 32732
Tel.: (407) 349-0303

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 9, 2000

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

RE: Filing for a Profit Corporation

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*****78.75 *****78.75

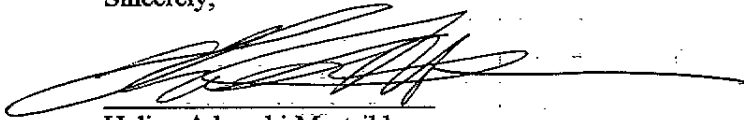
Dear Sir or Madam,

Enclosed you will find an *original* and a *copy* of the Articles of Incorporation for **MARTRILDONNO DESIGNS, INC.**, along with a check for the amount of \$78.75, composed of the following:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy of Articles	\$ 8.75

Thank you for processing this submission as soon as feasible.

Sincerely,



Halina Adamski Martrildonno

D. BROWN NOV - 3 2000

**Articles of Incorporation
of
Martrildonno Designs, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act pursuant to the provisions of section 607.0202, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name:

The name of the Corporation is **Martrildonno Designs, Inc. .**

ARTICLE II

Principal Office and Registered Agent:

Its registered office in the State of Florida is:

2038 Marina Isle Cove, in the City of Geneva FL 32732, County of Seminole.

The name of its registered agent at such address is:

Halina Adamski Martrildonno.

ARTICLE III

Purposes:

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock:

The total number of shares of capital stock that the Corporation shall have authority to issue is Five Hundred (500) shares, all of which are to be common stock at One Dollar (\$1.00) par value.

ARTICLE V

Incorporator:

The name and mailing address of the incorporator is:
Halina Adamski Martrildonno, P.O. Box 95, Geneva, FL 32732.

ARTICLE VI

Existence:

The Corporation is to have perpetual existence.

ARTICLE VII

Liability of Stockholders:

The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE VIII

Initial Board of Directors, Officers and Management:

The number of individuals constituting the initial Board of Directors is one (1), whose name and address is as follows:

DIRECTORS:

Halina Adamski Martrildonno
P.O. Box 95
Geneva, FL 32732

OFFICERS of said corporation:

PRESIDENT:	Halina Adamski Martrildonno
VICE-PRESIDENT:	Paul J. Martrildonno
TREASURER:	Paul J. Martrildonno
SECRETARY:	Halina Adamski Martrildonno

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the **MANAGEMENT** of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

(a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.

(b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

(c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, **THE UNDERSIGNED**, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make these *Articles of Incorporation*, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 31 day of Oct, 2000.




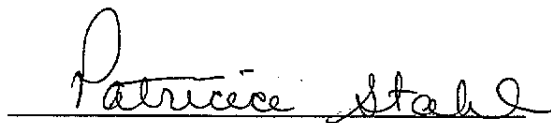
Halina Adamski Martrildonno
Incorporator

State of Florida)
County of Seminole) ss

BE IT REMEMBERED that on this 31 day of Oct, 2000 personally came before me, a Notary Public for the State of Florida, **Halina Adamski Martrildonno**, to me personally known to be the same person who executed the foregoing Articles of Incorporation, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

 Patricia Stahl
My Commission CC665016
Expires August 29, 2001


Notary Public

My commission expires:

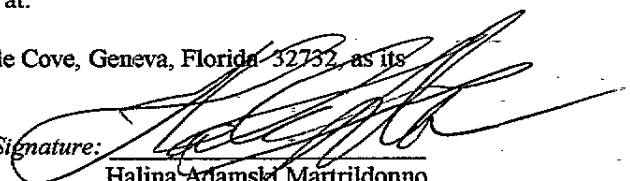
8/29/2001

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of sections 607.0501 and 607.0504, respectively, Florida Statutes, the following is submitted:

That **MARTRILDONNO DESIGNS, INC.**, desiring to organize and qualify under the laws of the State of Florida, with its principal place of business located at:
P.O. Box 95, Geneva, Florida 32732
has named **Halina Adamski Martrildonno** of 2038 Marina Isle Cove, Geneva, Florida 32732, as its agent to accept service of process within Florida.

Signature: 
Halina Adamski Martrildonno

Title: President/Incorporator

Dated: 10/31/00

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.

Signature: 
Halina Adamski Martrildonno

Dated: 10/31/00

STATE OF FLORIDA)
)
COUNTY OF SEMINOLE)

BEFORE ME, the undersigned authority, personally appeared **Halina Adamski Martrildonno**, to me known, who after being duly cautioned upon his oath deposes and states that he has executed the foregoing instrument for the purposes contained herein.

SUBSCRIBED AND SWORN to before me this 31 day of Oct, 2000


NOTARY PUBLIC, STATE OF FLORIDA