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\*\*\*\*\*78.75 \*\*\*\*\*78.75

November 8, 2000

Secretary of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Cappello Enterprises, Inc.

Gentlemen:

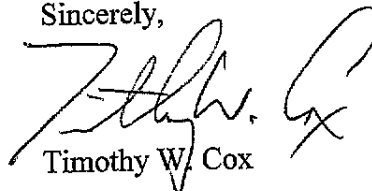
Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Secretary of State in the amount of \$78.75, in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Filing Fee	\$ 35.00
	<u>\$ 78.75</u>

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Sincerely,

  
Timothy W. Cox

enc: Check  
Articles in duplicate

FILED  
00 NOV -9 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

11-13  
WC

**ARTICLES OF INCORPORATION  
OF  
CAPPELLO ENTERPRISES, INC.**

FILED  
00 NOV -9 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is Cappello Enterprises, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date these Articles are filed.

**ARTICLE III - PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of one (\$1.00) dollar par value common stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office of this corporation is Eric Cappello, 15279 86<sup>th</sup> Road North, Loxahatchee, FL 33470.

**ARTICLE VI-INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 15279 86<sup>th</sup> Road North, Loxahatchee, FL 33470.

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time by the by-laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Eric Cappello	15279 86 <sup>th</sup> Road North Loxahatchee, FL 33470

## **ARTICLE VIII - BY-LAWS**

The by-laws of this corporation may be adopted, altered, amended or repealed by either the shareholders or directors.

## **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## **ARTICLE X - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE XI - INCORPORATOR**

The name and address of the person signing these Articles is Eric Cappello, 15279 86<sup>th</sup> Road North, Loxahatchee, FL 33470.

## **ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

**ARTICLE XIII - AFFILIATED TRANSACTIONS**

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes.

**ARTICLE XIV - CONTROL-SHARE ACQUISITIONS**

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8 day of November, 2000.

  
Eric Cappello

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED INDIVIDUAL HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 8 DAY OF NOVEMBER, 2000.

  
ERIC CAPPELLO

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, a Notary Public authorized in the State and County set forth above, personally appeared ERIC CAPPELLO, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of CAPPELLO ENTERPRISES, INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 8<sup>th</sup> day of November, 2000.



*Catherine L. Graves*  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My Commission Expires: