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MICHAEL MALISZEWSKI, P.A.

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January 2, 2001

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Re: Corporate Filing for Cerulli & Associates, Inc.

Dear Madam/Sir:

Enclosed, please find the original of the Articles of Incorporation and Registered Agent Acceptance forms for Cerulli & Associates, Inc., a new Florida for profit corporation. TO this end, find my check number 2426, for the State's corporate filing fee in the amount of \$ 70.00.

Please return the filing acceptance statement to my office in the at your earliest convenience. Feel free to call me if there are any questions.

Thank you in advance for your assistance with this matter.

Cordially,

*Michael Maliszewski*

Michael Maliszewski, Esq.

/dk  
Enclosures

FILED  
01 JAN -5 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BROWN JAN 1 0 2001

ARTICLES OF INCORPORATION

OF

CERULLI & ASSOCIATES, INC.

FILED  
01 JAN -5 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation is: Cerulli & Associates, Inc.

ARTICLE II. PRINCIPAL OFFICE

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

2085 Isabel Road  
Port St. Lucie, Florida 34952

ARTICLE III. DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares, all of which shall be common shares with par value of One Dollar (\$1.00) for each share.

ARTICLE VI. GRANT OF PREEMPTIVE RIGHTS

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, that may be issued at any time by the corporation.

**ARTICLE VII. REGISTERED AGENT & OFFICE**

The name and address of the initial registered agent is:  
Kevin M. Cerulli  
2085 Isabel Road  
Port St. Lucie, Florida 34952

**ARTICLE VIII. INCORPORATOR(S)**

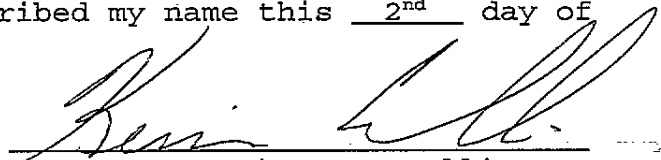
The name and address of the incorporator is:  
Kevin M. Cerulli  
2085 Isabel Road  
Port St. Lucie, Florida 34952

**ARTICLE IX. INITIAL DIRECTOR**

The corporation shall have 1 director initially. The number of director(s) may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than ONE (1). The name of the initial director is:

Kevin M. Cerulli  
2085 Isabel Road  
Port St. Lucie, Florida 34952

IN WITNESS WHEREOF, I have subscribed my name this 2<sup>nd</sup> day of January, 2001.

  
Kevin M. Cerulli

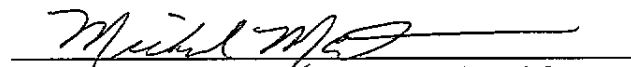
STATE OF FLORIDA     )  
COUNTY OF MARTIN    )

On this day personally appeared before me, the undersigned authority, Kevin M. Cerulli, who is [ ] personally known to me or who [ X ] produced FL driver's license as identification, and did not take an oath.

WITNESS my hand and official seal in the above-named County and State this 2<sup>nd</sup> day of January, 2001.

(Seal)

NOTARY PUBLIC - STATE OF FLORIDA  
MICHAEL MALISZEWSKI  
COMMISSION # CC763189  
EXPIRES 7/28/2002  
BONDED THRU ASA 1-888-NOTARY1

  
Notary Public, Seal of Florida  
My Commission Expires: 07/28/2002

ACCEPTANCE OF REGISTERED AGENT

FOR

CERULLI & ASSOCIATES, INC.

FILED  
01 JAN -5 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF FS §607.0501 or FS §617.0501, 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.

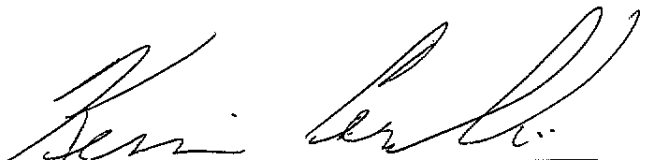
1. The name of the corporation is: **Cerulli & Associates, Inc.**
2. The name and address of the registered agent and office is:

Kevin M. Cerulli  
2085 Isabel Road  
Port St. Lucie, Florida 34952

I, Kevin M. Cerulli, having been named to accept service of process, for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 2<sup>ND</sup> day of January, 2001.

REGISTERED AGENT:



Kevin M. Cerulli  
2085 Isabel Road  
Port St. Lucie, Florida 34952