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RICKEY L. FARRELL, ATTORNEY AT LAW, P.A.

1595 SE PORT ST. LUCIE BOULEVARD

PORT ST. LUCIE, FLORIDA 34952

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February 13, 2001

State of Florida  
Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-02/15/01--01092--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75


RE: Azzaro Enterprises, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with the Certificate Designating Registered Agent. Please file the original in your offices and certify and return to us a certified copy.

I am enclosing a check in the amount of \$78.75, which covers the filing fees, certified copy fees and the registered agent designation fees. Thank you for your cooperation in this matter.

Sincerely,

  
Tiffany N. Gonsalves

Enc.

FILED  
2001 FEB 15 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1/30/01

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

**FILED**

2001 FEB 15 AM 9:53

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of this corporation is Azzaro Enterprises, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal place of business of this corporation is 302 S.E. Tulip Boulevard, Port St Lucie, Florida 34984 and the name of the initial registered agent of this corporation is Rickey L. Farrell, 1595 SE Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have 1 Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

Salvatore Michael Azzaro  
302 S.E. Tulip Boulevard  
Port St. Lucie, Florida 34984

**ARTICLE VIII - INCORPORATORS**

The name and address of the Incorporator signing these articles is:

Salvatore Michael Azzaro  
302 S.E. Tulip Boulevard  
Port St. Lucie, Florida 34984

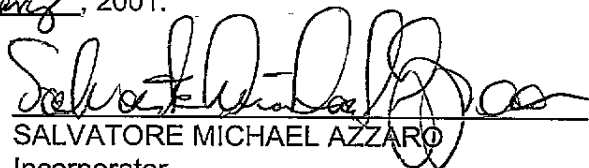
**ARTICLE IX - INDEMNIFICATION**

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

**ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on the 9th day of February, 2001.

  
\_\_\_\_\_  
SALVATORE MICHAEL AZZARO  
Incorporator

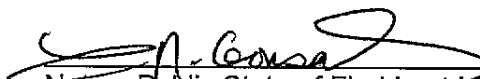
**STATE OF FLORIDA  
COUNTY OF ST. LUCIE**

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Salvatore Michael Azzaro, who has produced DRIVERS LICENSE as identification or who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the Articles of Incorporation.

**IN WITNESS WHEREOF**, I have set my hand and seal in the State and County above, this 9th day of February, 2001.



Tiffany N. Gonsalves  
MY COMMISSION # CC885674 EXPIRES  
November 7, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

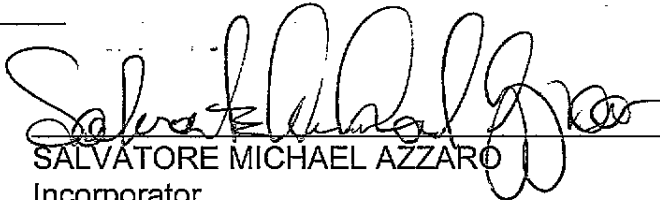
  
\_\_\_\_\_  
Notary Public State of Florida at Large  
Printed Signature: Tiffany N. Gonsalves  
My Commission No:  
My Commission Expires:

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

In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

**FIRST** that **AZZARO ENTERPRISES, INC.**, is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 302 S.E. Tulip Boulevard, Port St. Lucie, Florida 34984, and has named Rickey L. Farrell, Esquire, 1595 SE Port St. Lucie Boulevard, Port St. Lucie, Florida 34952 as its agent to accept service of process within Florida.

Dated: 2/9/01

  
\_\_\_\_\_  
SALVATORE MICHAEL AZZARO  
Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.

  
\_\_\_\_\_  
RICKEY L. FARRELL  
Registered Agent

**FILED**  
2001 FEB 15 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA