

TRANSMITTAL LETTER

P01000026399

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

800003828938--7
-03/09/01--01114--021
175.00 **87.50

SUBJECT: MARZANO DEVELOPMENT OF SOUTH FLORIDA, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: HOWARD J. SCHUMACHER
Name (Printed or typed)

EFFECTIVE DATE
03-02-01

Howard J. Schumacher GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article IV
DATE 2-12-01
DOC. EXAM 7

500 EAST BROWARD BLVD., SUITE 1800
Address

FT. LAUDERDADE FL 33394
City, State & Zip

(954) 356-0477
Daytime Telephone number

FILED
01 MAR -9 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

L. Burch MAR 12 2001

ARTICLES OF INCORPORATION
FOR
MARZANO DEVELOPMENT OF SOUTH FLORIDA, INC.

FILED
01 MAR -9 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is MARZANO DEVELOPMENT OF SOUTH FLORIDA, INC.

ARTICLE II

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

ARTICLE III

The initial capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class of
<u>Authorized</u>	<u>Per Share</u>	<u>Stock</u>
100	\$1.00/share	Common

The consideration for all of the said stock shall be payable in cash, property (whether real or personal), labor or services in lieu of cash with a just and fair valuation to be fixed by the Board of Directors of the Corporation.

EFFECTIVE DATE
03-02-01

ARTICLE IV

This Corporation shall commence its existence on March 2, 2001 and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation and the mailing address of the Corporation shall be at 3075 N. Powerline Road, Pompano Beach, FL. 33069 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Howard Schumacher.

ARTICLE VI

This Corporation shall have one initial director, with a permissible expansion or contraction in this number if carried by a majority vote of shareholders.

ARTICLE VII

The names and addresses of the Directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Dominick Marzano, Jr.
3075 N. Powerline Road
Pompano Beach, FL. 33069

ARTICLE VIII

The name and address of the Incorporator is Howard J. Schumacher, Esquire, 500 E. Broward Blvd, Suite 1800, Ft. Lauderdale, Florida 33301.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be fully disclosed or shall have been known to the Board of Directors, or a majority thereof. Any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law, either now or hereafter.

ARTICLE XI

The Officers of the Corporation, until the first meeting of the Board of Directors, or until successors are elected, shall be:

NAME

OFFICE

Dominick Marzano, Jr.

President / Secretary

Angelo Marzano

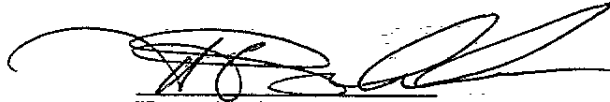
Vice President / Treasurer

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and ratified at the shareholders' meeting by, at least, a majority of the shareholders entitled to vote.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose

of forming a corporation to do business both within and without the State of Florida, and within and without the United States of America, under the laws of the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true, and hereunto set my hand and seal this day of March 1, 2001.



Howard S. Schumacher,
Incorporator

STATE OF FLORIDA

SS:

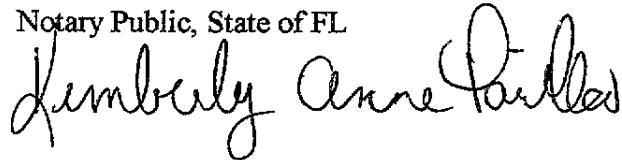
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Howard J. Schumacher, who is personally known to me or having produced personally known as identification and who did (did not) take an oath, this 7 day of March 2001.

NOTARY PUBLIC - STATE OF FLORIDA
KIMBERLY ANNE PARELLA
COMMISSION # CC650913
EXPIRES 5/27/2001
BONDED PUBLIC AGENT 1-888-NOTARY1

My Commission expires:

Notary Public, State of FL



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statutes, Sec. 607.0501, 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 MARZANO DEVELOPMENT OF SOUTH FLORIDA, INC.
2. The name of the registered agent is HOWARD SCHUMACHER.
3. The address of the registered agent/registered office is:

3075 N. Powerline Road
Pompano Beach, FL. 33069

ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above Corporation, 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.

A handwritten signature in black ink, appearing to read 'H. Schumacher', with a large, stylized loop at the end.

HOWARD SCHUMACHER

Date: 3-7-01