

P01000103436

October 16, 2001

FILED
01 OCT 24 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


900004651959--2
-10/24/01--01057--011
*****78.00 *****78.00

RE: PETRUCCI CECILIANO COMPANY

Dear Sirs,


Please find a check for \$78.00 which includes the filing and certified copy fees for the PETRUCCI CECILIANO COMPANY Articles of Incorporation. Please return the copy to:

PETRUCCI CECILIANO COMPANY
28 SOUTH KROME AVENUE
HOMESTEAD, FL 33030

✓ Sincerely, 

ROBERT PETRUCCI
President

RP/mm
enclosures


GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art X
DATE 10/25/01
DOC. EXAM Doris Brown

D. BROWN OCT 25 2001

ARTICLES OF INCORPORATION
OF
PETRUCCI CECILIANO COMPANY

FILED
01 OCT 24 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

PETRUCCI CECILIANO COMPANY

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law. The Corporation shall commence its existence as of **October 16, 2001**.

ARTICLE III

PURPOSE

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office of the Corporation or the mailing address of the Corporation shall be:

**28 SOUTH KROME AVENUE
HOMESTEAD, FL 33030**

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below. It will be known as Section 1244 Stock pursuant to the Internal Revenue code as amended in 1986 and no other.

Maximum Number of Shares	100
Par Value Per Share	\$1.00

The authorized shares of par value common stock may be issued for only a consideration having, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholder. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE VI
PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

28 SOUTH KROME AVENUE, HOMESTEAD, FL 33030

The name of the initial Registered Agent of this Corporation at the aforementioned address is:

ROBERT PETRUCCI

ARTICLE VIII

INCORPORATOR

The name and address of each incorporator is as follows:

ROBERT PETRUCCI

28 SOUTH KROME AVENUE, HOMESTEAD, FL 33030

CARMEN PETRUCCI

28 SOUTH KROME AVENUE, MIAMI, FL 33030

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than **one (1)**, nor more than **fifteen (15)** persons. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The initial Board of Directors shall consist of **TWO (2)** member whose name and address is as follows:

ROBERT PETRUCCI

28 SOUTH KROME AVENUE, HOMESTEAD, FL 33030

CARMEN PETRUCCI

28 SOUTH KROME AVENUE, HOMESTEAD, FL 33030

ARTICLE X

MISCELLANEOUS

- A. The initial officers of the Corporation and their addresses shall be as follows:

ROBERT PETRUCCI - PRESIDENT

28 SOUTH KROME AVENUE, HOMESTEAD, FL 33030

CARMEN PETRUCCI - VICE PRESIDENT

28 SOUTH KROME AVENUE, HOMESTEAD, FL 33030

- B. Upon election of the Board of Directors by the Stockholders, such Board shall manage the business and affairs of the Corporation.

- C. The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Stockholder or the Directors. The Stockholder may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Stockholder, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Stockholders.

- D. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholder herein are granted subject to that reservation.

- E. Any Incorporator or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or deficiency of notice.

- F. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

G. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, of Officers of, such other Corporation

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16TH day of OCTOBER, 2001.


ROBERT PETRUCCI, PRESIDENT

STATE OF FLORIDA
COUNTY OF

EXECUTION OF the foregoing instrument was acknowledged before me this 16TH, day of OCTOBER, 2001, by Robert Petrucci, who is personally known to me or who has produced sufficient evidence of identification (described below) and who did take the oath.

Description of identification produced: Florida Driver license.


NOTARY PUBLIC - SIGNATURE ABOVE

NOTARY NAME: Lourdes Hernandez

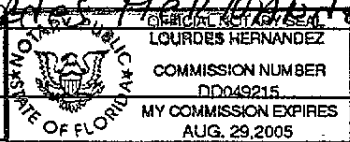
COMMISSION NO: _____

COMMISSION EXP. DATE: _____

Notary Name/Commission Number/Exp. Date - Type or Printed

The undersigned hereby accepts designation as Registered Agent of the Corporation.


ROBERT PETRUCCI



FILED
01 OCT 24 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA