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MILROT & DIAMOND, P.A.

ATTORNEYS AT LAW

4421 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33021

TELEPHONE: (954) 894-2655
FACSIMILE: (954) 894-2219

FILED
01 NOV 26 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARK B. MILROT, ESQUIRE
mbm@milrotdiamond.com

November 19, 2001

VIA U.S. MAIL

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

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*****78.75 *****78.75

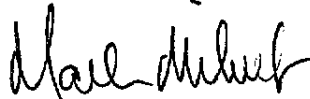
Re: Penniello Associates, Inc.

To Whom it May Concern:

Enclosed are an original and one copy of Articles of Incorporation of Penniello Associates, Inc., and a check in the amount of \$78.75 to cover the filing fee, designation of registered agent fee and the certified copy fee. Please forward me a certified copy of the filed Articles of Incorporation.

If any additional information is needed, please do not hesitate to contact me.

Very truly yours,



MARK B. MILROT

Enclosures

J. BRYAN NOV 28 2001

ARTICLES OF INCORPORATION
OF
PENNIELLO ASSOCIATES, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation (hereinafter referred to as "Corporation") shall be:

PENNIELLO ASSOCIATES, INC.

The address of the principal office of this Corporation in the state of Florida shall be 6407 Amberjack Terrace, Margate, FL 33063, and the mailing address of the Corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$0.001 par value per share.

ARTICLE IV. PREEMPTIVE RIGHTS

This Corporation elects to grant preemptive rights to the initial shareholders.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 4421 Hollywood Blvd., Hollywood, FL 33021, and the name of the initial registered agent shall be Mark B. Milrot, Esq.

ARTICLE VI. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII. INDEMNITY

This Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII. DIRECTORS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation.

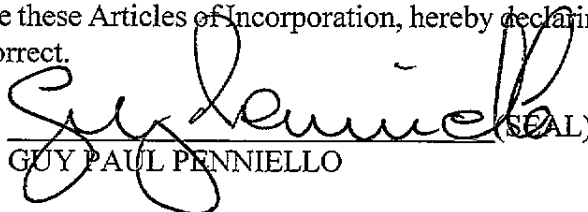
The number of directors constituting the initial Board of Directors of the Corporation is two (2) which may be increased by the bylaws.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

Guy Paul Penniello
6407 Amberjack Terrace
Margate, FL 33063

The Undersigned Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true and correct.


GUY PAUL PENNIELLO (SEAL)

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



MARK B. MILROT

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