

*P02000054934*  
TRANSMITTAL LETTER

EFFECTIVE DATE  
5-10-02

FILED  
02 MAY 15 AM 11:13  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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

800005537149-7  
-05/15/02--01032--022  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Marini Consulting, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>			

FROM: Cristina Marini  
Name (Printed or typed)

7715 Tomotley RD.  
Address

Maryville TN 37801  
City, State & Zip

865-856-8316  
Daytime Telephone number

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

Cristina Marini GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Art. V  
DATE 5/17/02  
DOC. EXAM Deiz Brown

*DB 5/17*

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, pursuant to acting as incorporators, of a for-profit corporation under the provisions of the Florida Business Corporation Act adopt the following Articles of Incorporation

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation shall be,  
**Marini Consulting, Inc.**

ARTICLE II

NATURE OF BUSINESS

The general nature of business and objectives and purposes purposed to be transacted, promoted and carried on are to do any and all of the things hereafter mentioned as fully and to the same extent as natural persons could or might do, namely:

To engage in business consulting, development management and operations, including, but not limited to, employee benefits, any and all retirement plans or programs.

Furthermore:

- (a) To buy, own, hold, rent, control, develop, improve, pledge, mortgage, lease, sell, or otherwise acquire, handle encumber and dispose of real estate and personal property or any interest therein; to construct, equip, repair and improve buildings, roads, streets sidewalks, and improvements of any kind or character whatsoever.
- (b) To purchase, hold, sell, assign, transfer, mortgage, pledge of otherwise dispose of any bonds, or other securities or evidences of indebtedness or any shares of capital stock created or issued by any other corporation or corporations of any state or country and to exercise all of the rights, powers and privileges of ownership thereof.
- (c) To guarantee dividends on any shares of capital stock of any corporation or corporations in which this corporation may have an interest as shareholder, and to endorse or otherwise guarantee the principle and interest of notes, bonds, other evidences of indebtedness of indebtedness created by any such corporation.
- (d) To lend money, either with or without security, and to such persons and upon such terms and conditions as this corporation may deem fit
- (e) To acquire all or any part of good will, rights, property

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and business of any person, firm or corporation heretofore or hereafter engages in any activity or business akin to any of the purposes and objects on this corporation, or its division and to hold, own, dispose of the same or any part thereof, and to assume any liabilities of any such person firm or corporation, and to conduct in any state or country the whole or any part of the business to be acquired.

- (f) To purchase, hold, sell, and transfer the shares of its own capital shall not be thereby impaired, and provided further that any of its own capital stock belonging to the corporation shall not be voted in any corporate meeting.
- (g) To do all and everything necessary and proper for the accomplishment of the purposes and objects set forth in this Certificate or any amendment thereof which may be necessary or incidental to the protection and benefit of this corporation.
- (h) To do any and all things and to enjoy any and all powers granted to corporations such as this by the Statutes of the State of Virginia.
- (i) To conduct the wholesale purchase and retail sale for all articles of merchandise necessary and convenient to operate a retail business including but not limited to clothing or any household products used for the development of its objective.
- (j) To establish, maintain and conduct a general mercantile agency, to carry on every branch of business usually transacted in connection therewith, including the establishment and development of a mobile home and lot rental facility with all its amenities and appendages.
- (k) To purchase, take and lease, or exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any purpose of the business and to purchase, acquire, erect, and construct, make improvements of buildings or machines, stores or works, insofar as the same may be appurtenance to or useful for conduct of the business objectives of this corporation as above specified, but only to the extent to which the company may be authorized by their statutes under which it is organized.
- (l) To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted, by this company.
- (m) To enter into any consulting contract of any form with any monetary consideration, including but not limited to, currency, real property, stock, or any other consideration

- deemed valuable by the stockholders of this corporation
- (n) Subject to the limitations herein prescribed and Statutes of this State, to purchase, subscribe for, or otherwise acquire, and to hold the shares, stocks or obligations of any company organized under the laws of this State or any other of the United States, or of any Foreign country, except moneyed or transportation or banking or insurance corporation, and to sell or exchange the same, or upon distribution of assets or dividends or profits, to distribute and such shares, stocks, or obligations or proceeds thereof among the stockholders of this company
- (o) Subject to the limitations herein prescribed and Statutes of this State, to borrow or raise money for any purpose of the company, and so secure the same and interest for any purpose, to mortgage all or any part of the company corporal or incorporeal rights or franchises of this company now owned or hereafter acquires, and to create, issue, draw and accept and negotiate bonds mortgages, bills of exchange, promissory notes or other obligations negotiable instruments.
- (p) Subject to the limitations herein prescribed and Statutes of this State, to guarantee the payment of dividends or interest on any shares, stocks, debentures or other securities issued by, or any other contract or obligation of, any corporation described as aforesaid whenever proper or necessary for the business of the company and provided the required authority by first obtained for that purpose, and always subject to the limitations herein prescribed.
- (q) And further to do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all of the acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided the grant of the foregoing enumerated powers is upon the express condition president, that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same may be authorized to be exercised under said acts above recited under which it was organized. The said Corporation may perform any part of its business outside the State of Florida, in the other states of the United States, and in foreign countries.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common voting stock having a par value of Five Dollars (\$5.00) per share. The amount of capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00). Authorized capital stock may be issued by the corporation for cash, labor services, contracts, mortgages, choses in action or property of any kind, nature or description whatsoever, at a just valuation, in their judgment, shall seem adequate. When the consideration so fixed for said stock has been fully paid stock is not subject to any further call or assessment thereon.

ARTICLE IV  
CORPORATE EXISTENCE

This corporation shall be a For Profit Corporation.

ARTICLE V  
PRINCIPLE PLACE OF BUSINESS

This corporation's principle place of business is:  
13418 SW 8TH Court, Sunrise, FL. 33325.

With the privilege of having branch offices at other locations. The Stockholders may from time to time designate such other post office address and place for the principle office of this corporation as they see fit.

ARTICLE VI  
MANAGEMENT OF THE CORPORATION

The corporation will not have directors, the business of this corporation shall be managed by its stockholders. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation. The stockholders may conduct the business of the corporation without meeting by unanimous written consent.

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02 MAY 15 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VII  
REGISTERED AGENT

The following individual is designated as the corporation's registered agent to accept service of process within the State of Tennessee:

NAME	ADDRESS
Albert Gaudio	.13418 SW 8th Court Sunrise, FL 33325

Acknowledgment by Designated Agent:

Having been named to accept service of process for the above stated corporation, at the above address, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
Albert Gaudio

ARTICLE VIII

NAMES AND ADDRESS OF SUBSCRIBERS OF THIS CORPORATION

NAME	ADDRESS	NO. SHARES	SHARE VALUE
Mary Gaudio	515 Mary Way, Maryville, TN 37801	100	\$500.00

ARTICLE IX OFFICERS

The officers of this corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such officers, agents and factors shall be chosen in such manner hold their offices for such terms, have such powers, and duties as may be prescribed by the by-laws or determined by the stockholders. Any person may hold two or more offices except that the President shall not be the Secretary or Assistant Secretary of the corporation. The names and post office addresses of the first officers of this Corporation Who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows

NAME	OFFICE TITLE	PO ADDRESS
Cristina Marini	President/Treasurer	7715 Tomotley Rd. Maryville, TN 37801
Mary Gaudio	V. President/Secretary	515 Mary Way Maryville, TN 37801

ARTICLE X

AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained in the certificate of incorporation in the manner nor or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject or this reservation.

ARTICLE XI

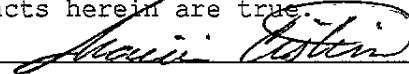
EFFECTIVE DATE

This corporation shall be effective May 10, 2002

ARTICLE XII

INCORPORATOR

IN WITNESS WHEREOF I, the undersigned subscribing incorporator have hereto set my hand and seal this 1st Day of August, 2001, AD for the purpose of forming this corporation under the laws of the State of Tennessee and we hereby make and file to the Secretary of State in the State of Florida, this Certificate of Incorporation and certify that the facts herein are true.

  
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Cristina Marini

Date 5/10/02

7715 Tomotley Rd. Maryville, TN 37801