P02000060390

May 10, 2002

State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32414

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-05/31/02--01006--002
*****78.75 *****78.75

RE: Corporation Registration
R.J. Vatalaro, Inc.

Dear Sirs:

Please find enclosed our check in the amount of $ 78.75 to cover the following services connected with the registration of **R.J. Vatalaro, Inc.**, as a for-profit Corporation with your office:

Filing fees	$ 35.00
Certified copy	8.75
Registered agent designation	35.00
	$ 78.75

FILED
02 MAY 31 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions concerning this matter please contact the undersigned. Thank you for your prompt attention to this matter.

Very truly yours,

Ronald Vatalaro

Ronald Vatalaro
R.J. Vatalaro, Inc.
2625 Lynwood Place
Merritt Island, FL 32953

407-453-3332

ARTICLES OF INCORPORATION

ARTICLE I

NAME

The name of this corporation is **R.J. Vatalaro, Inc.**

The address of this corporation is:

2625 Lynwood Place
Merritt Island, FL 32953

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ARTICLE II

DURATION

The Corporation shall have a perpetual existence.

ARTICLE III

PURPOSE

The purpose of this Corporation is to engage in any activities of Business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

One Thousand (1000) Common shares, all of which shall be without par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 2625 Lynwood Place, Merritt Island, FL 32953 and the initial registered agent of this Corporation at such office shall be Ronald Vatalaro, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of Two members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than four.

PRESIDENT / TREASURER	**Ronald Vatalaro**
VICE-PRESIDENT / SECRETARY	**Ann Vatalaro**

ARTICLE VII

INCORPORATION

The name and address of the person signing these Articles of Incorporation is:

Ronald Vatalaro
2625 Lynwood Place
Merrit Island, FL 32953

ARTICLE VIII

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

BYLAWS

The Board of Directors shall adopt the initial Bylaws. The Power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issue and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided In Florida Statutes 607.0704 and the Bylaws.

ARTICLE XI

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares and securities convertible into shares of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock the Corporation, including:

1. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

2. Shares issued to satisfy conversion or option rights created to provide Compensation to directors, officers, agents, or employees of the corporation its Subsidiaries or affiliates;

3. Shares authorized in these Articles of Incorporation that are issued within six (6) months from effective date of incorporation.

4. Shares sold otherwise than for money. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmation written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President of the corporation not less than twenty-four hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

Ronald J Voletta — 5-24-02

Signature/Incorporator — **Date**

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTER OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law 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:

R.J. Vatalaro, Inc.

2. The name and address of the registered agent and office is:

Ronald Vatalaro
2625 Lynwood Place
Merritt Island, FL 32953

SIGNATURE Ronald Vatalaro
(Corporate Officer)

TITLE President

DATE 5-24-02

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.

SIGNATURE Ronald Vatalaro

DATE 5-24-02

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