

J. L. Stover & Co., Inc.
Accountants
4310 McCorvey Road
Deland, Florida 32724
386-734-8877

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 12 PM 12:04

July 11, 2002

PO20000076488

Secretary of State, State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301
Attn: Corporate Division

Re: Capelly, Inc.

400006355384--2
-07/12/02--01044--016
*****70.00 *****70.00

Dear Sir or Madam,

Enclosed herewith are the original Articles of Incorporation of the above named corporation together with a check for the amount of \$ 70.00 to cover the various fees required by the Department of State of Florida. The marked area below indicates our preferences regarding the Certified Copy of the Articles.

[] Please find included in the attached check for the amount of \$52.50 as payment for the copy.

[XX] Please advise of your acceptance and document number.

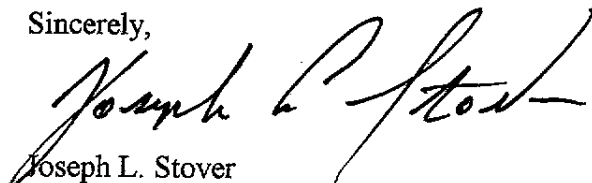
Please note that the Articles of Incorporation include designation and acceptance by the Registered Agent. Also please note that the Articles state that the corporation shall begin as of the date of the complete execution and acknowledgement of the Articles rather than as of the date of filing.

If in the event the corporate name as submitted cannot be utilized the following proposed alternate names, in the order of preference as listed can be substituted, without any additional verification being required from us.

1.) NONE

Thanking You in Advance

Sincerely,


Joseph L. Stover

7-15
5

ARTICLES OF INCORPORATION
OF
CAPELLY, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 12 PM 12:04

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME & ADDRESS

The name of this corporation shall be Capelly, Inc, whose address shall be 3138 N. Woodland Blvd., Deland Florida 32720

ARTICLE II - TERMS OF EXISTANCE

This corporation shall commence as of the date of the complete execution and acknowledgement of these Articles or if these Articles are filed more than five (5) after the complete execution of these Articles, then this corporation shall commence as of the date of filing, and the duration of the corporation existence shall be perpetual.

ARTICLE III - NATURE OF BUSINESS

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

ARTICLE IV CAPITAL STRUCTURE

The maximum number of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The name of the initial registered agent of this corporation shall be: Francesco P. Censoplano.

The street address of the initial registered agent shall be: 5840 West Street, Deleon Springs, Florida ,32130 (Mailing Address: P.O. Box 1974, Deleon Springs Fl. 32130)

ARTICLES OF INCORPORATION
OF
CAPELLY, INC.

ARTICLE VI – BOARD OF DIRECTORS

There shall be a Board of Directors of this corporation, which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by By-Laws adopted by the shareholders.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors for this corporation, who, subject to these articles of incorporation and the laws of the State of Florida shall hold office until the first annual meeting of Shareholders or until their resignation removal from office or death.

- 1.) Luigi Censoplano, P/D/S, 3138 N. Woodland Blvd., Deland Fl. 32720
- 2.) Francesco P. Censoplano, T/D, 5840 West Street, DeLeon Springs, Fl. 32130

ARTICLE VIII – INCORPORATOR

The name and address of the incorporator shall be: Luigi Censoplano, 3138 N. Woodland Blvd, Deland, Fl. 32720

ARTICLE IX – BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors.

ARTICLES OF INCORPORATION
OF
CAPELLY, INC.

ARTICLE X – INDEMNIFICATION


The corporation reserves the right to amend or repeal any provision contained in these Articles or any amendment hereto, any right conferred upon the Shareholders is subject to reservation.

IN WITNESS WHEREOF, the incorporator has executed these articles this
11 day of July 2002.


Incorporator.

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

The foregoing instrument was acknowledged before me this 11 day of June 2002, Luigi Censoplano, who personally known to me or who has produced a Florida driver's license as identification and who did/did not take an oath.


Notary Signature



Sandra D. Graves
Commission # DD093805
Expires March 24, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

Type/Print Notary Name

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMINCILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

CAPELLY, INC.

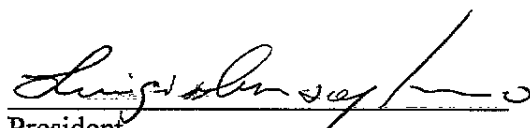
**IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUES
THE FOLLOWING IS SUBMITTED.**

That the above named corporation, desiring to organize and qualify under the laws of the State of Florida, has named the following person to be Registered Agent to accept Service of Process in the State of Florida at principal place of business of the Corporation.

Registered Agent: Francesco P. Censoplano

Address: 5840 West Street

City: Deleon Springs, Fl. 32130

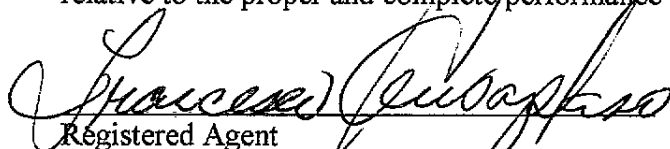

President

Date: 7-11-02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUL 12 PM 12:04

SECOND ACCEPTANCE

Having been named to accept Service of Process for the above named corporation, at the place designated in the herein certificate, I hereby comply with provisions of all statues relative to the proper and complete performance of my duties.


Registered Agent

Date: 7-11-02