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**George N. Klimis, P.A.**

*Attorney at Law*

◆ L.L.M. Taxation ◆

July 10, 2002

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, FL 32399

Re: **Vincenzo Holdings, Inc.**

900006459799--1  
-07/17/02--01009--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir:

Please find enclosed two (2) original Articles of Incorporation for the above proposed corporation. Also, I have enclosed my firm's check in the amount of \$78.75 for filing of the same.

Upon processing and filing the original Articles of Incorporation, please endorse your approval on the duplicate copy of the Articles and forward the endorsed copy to my office to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact my office by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

**GEORGE N. KLIMIS, P.A.**

By: \_\_\_\_\_

George N. Klimis, Esquire

GNK/ab

Enclosures: As referenced above

23 E. Tarpon Avenue, Tarpon Springs, Florida 34689  
Phone: 727-943-9551 \* Fax: 727-943-9081

SE  
7/17

**ARTICLES OF INCORPORATION**  
**OF**  
**VINCENZO HOLDINGS, INC.**

**FILED**  
02 JUL 17 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1: NAME AND ADDRESS**

The name of this Corporation is **VINCENZO HOLDINGS, INC.** The address of the principal office of this Corporation shall be 2193 Maximilian Avenue, Spring Hill, Florida 34609, and the mailing address of the Corporation shall be 2193 Maximilian Avenue, Spring Hill, Florida 34609.

**ARTICLE 2: DURATION**

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE 3: PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4: CAPITAL STOCK**

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

**ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 23 East Tarpon Avenue, Tarpon Springs, Florida 34689, and the name of the initial registered agent of this Corporation at that address is GEORGE N. KLIMIS.

**ARTICLE 6: INITIAL BOARD OF DIRECTORS**

This Corporation initially shall have one (1) Directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u><b>Name</b></u>	<u><b>Address</b></u>
<b>Jean A. Vincenzo</b>	<b>2193 Maximilian Avenue Spring Hill, FL 34609</b>

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

Name

Address

George N. Klimis

23 East Tarpon Avenue  
Tarpon Springs, FL 34689

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

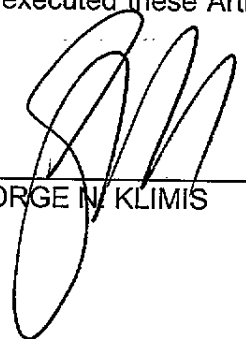
ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. 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 11: 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 shareholder is subject to this reservation.

11<sup>th</sup> IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of July, 2002.

  
\_\_\_\_\_  
GEORGE N. KLIMIS

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

The foregoing Articles of Incorporation were acknowledged before me this 11<sup>th</sup> day of July, 2002, by GEORGE N. KLIMIS who is personally known to me and who did take an oath.

sign: 

print: MARIANN WEAVER

Notary Public - State of Florida

MARIANN WEAVER  
Notary Public, State of Florida  
My comm. exp. Mar. 19, 2004  
Comm. No. CC919763

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 11<sup>th</sup> day of July, 2002.

  
\_\_\_\_\_  
GEORGE N. KLIMIS

**FILED**  
02 JUL 17 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION

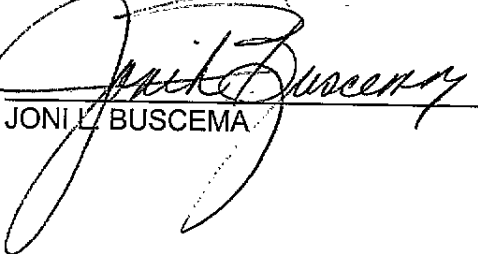
The undersigned, in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, assigns and transfers and sets unto **Jean A. Vincenzo**, all of their right, title and interest, if any, as incorporators of the Corporation.

Witness my hand and seal this 11<sup>th</sup> day of July, 2002.

Witnesses:

  
AMBER L. BROWN

  
GEORGE N. KLIMIS

  
JONI L. BUSCEMA