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TRANSMITTAL LETTER

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

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C & C PROPERTIES, INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation.

FROM:

C. DioGuardi
Name (typed or printed)

3533 Watercrest Place
Address

Orlando, FL 32835
City, State, & Zip Code

407-292-0551
Telephone Number

FILED
2002 NOV 25 PM 3:09
STATE OF FLORIDA
TALLAHASSEE

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

2541
W002-28793

11/26/02

JOHN E. RUSSI
CERTIFIED PUBLIC ACCOUNTANT, P.A.

7575 DR. PHILLIPS BLVD.
SUITE 320
ORLANDO, FLORIDA 32819

FILED

TELEPHONE: 407 / 345-1191
FAX: 407 / 345-2866
E-MAIL: JRUSSICPA@AOL.COM
2002 NOV 25 PM 3:06

CLERK OF STATE
TALLAHASSEE FLORIDA

Ms. Cynthia Blalock
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: CD & CD Properties, Inc.
Previously attempting filing under C & C Properties, Inc.

Dear Ms. Blalock:

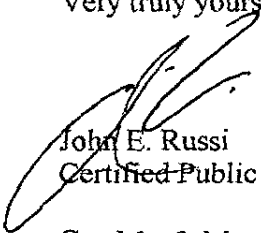
Attached are Articles of Incorporation for CD & CD Properties, Inc. Our clients previously tried to file Articles of Incorporation under C & C Properties, Inc., but the filing was declined, as the name was not available.

We are sending these new articles to your attention, without the denial letter, as the client could not locate their copy of the denial letter.

Should you have any questions, please feel free to contact us directly at the address and/or phone number listed on our letterhead.

Thank you for your assistance in this matter.

Very truly yours,



John E. Russi
Certified Public Accountant

Cc: Mr. & Mrs. DioGuardi



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

FILED

2002 NOV 25 PM 3:09

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

October 4, 2002

C. DIOGUARDI
3533 WATERCREST PLACE
ORLANDO, FL 32835

SUBJECT: C & C PROPERTIES, INC.
Ref. Number: W02000028793

We have received your document for C & C PROPERTIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 002A00055932

FILED

2002 NOV 25 PM 3:09

CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

CD & CD PROPERTIES, INC.

We, the undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, do hereby associate ourselves together for the purpose of forming a corporation under Florida Statutes, Chapter 607, and other laws of the state of Florida, and to that end do hereby certify to the facts herein set forth as required by law.

ARTICLE I
NAME

The name of the corporation is **CD & CD PROPERTIES, INC.**

ARTICLE II
PURPOSE

This corporation may engage in 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 shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares at \$1 per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$100.

ARTICLE V
ADDRESS

The Board of Directors may from time to time change the principal place or address thereof to any other place or address in the State of Florida. The initial address of the **principal place** of business of the corporation shall be:

CD & CD PROPERTIES, INC.
C/O C. DioGuardi
3533 Watercrest Place
Orlando, Fl 32835

ARTICLE VI
TERM

This corporation shall have perpetual existence.

ARTICLE VII
DIRECTORS

The corporation shall have one director. The number of directors may be altered from time to time by the by-laws, but there shall never be less than one such director.

ARTICLE VIII
OFFICERS

The officers of this corporation shall be President, a Vice-President, a Secretary, a Treasurer, and such other officers and agents as may be provided for in the by-laws. All officers, agents and directors shall be chosen in such manner and hold their offices for such terms and shall have such powers and duties, and may be removed as may be provided, in the by-laws. Any person may hold two or more offices.

ARTICLE IX
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions herein contained and the by-laws of the corporation, shall hold office until the first meeting of the corporation or as soon thereafter as successors are elected and have qualified, are the following:

| | |
|--------------------------|--|
| Charles DioGuardi | 3533 Watercrest Place Orlando, FL 32835 |
|--------------------------|--|

| | |
|--------------------------|--|
| Cynthia DioGuardi | 3533 Watercrest Place Orlando, FL 32835 |
|--------------------------|--|

ARTICLE X
SUBSCRIBERS

The names and post office addresses of the subscribers hereof, the number of shares of stock each agrees to take, and the value of the consideration thereof, are:

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES</u> | <u>VALUE</u> |
|--------------------------|--|---------------|--------------|
| Charles DioGuardi | 3533 Watercrest Place Orlando, FL 32835 | 50 | \$50 |
| Cynthia DioGuardi | 3533 Watercrest Place Orlando, FL 32835 | 50 | \$50 |

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the shareholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all directors and all shareholders sign a written statement of their intention that the amendment be made.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE XII

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of the duty of care or any other duty as a director, except as required under the Florida Business Corporation Act (the "Act"). If at any time the Act shall have been amended to authorize the further elimination or limitation of the liability of a director, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, without further action by the shareholders, unless the provisions of the Act, as amended, require further action by the shareholders.

Any repeal or modification of the foregoing provisions of this Article XII shall not adversely affect the elimination or limitation of liability or alleged liability pursuant hereto of any director of the Corporation for or with respect to any alleged act or omission of the director occurring prior to such a repeal or modification.

ARTICLE XIII


REGISTERED OFFICER AND REGISTERED AGENT

Cynthia DioGuardi, of 3533 Watercrest Place, Orlando, FL 32835 is designated as the agent to accept service of process within the State of Florida for the corporation.

I, **Cynthia DioGuardi**, am familiar with and accept the duties and responsibilities as registered agent for **CD & CD Properties, Inc.** as required by Section 607.0501(3) F.S. and Section 607.0505.

SIGNATURE

REGISTERED AGENT


Cynthia DioGuardi
Registered Agent

DATE

11/18/02

We, the undersigned being the original subscribers and directors of the capital stock herein named, hereunto set our hands at

STATE OF FLORIDA
COUNTY OF ORANGE

This 18th day of November, 2002.

Charles DioGuardi
Signature - Charles DioGuardi

Cynthia DioGuardi
Signature - Cynthia DioGuardi