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(City/State/Zip/Phone #)

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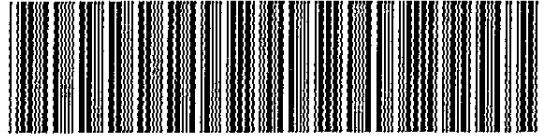
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1-17-03  
[Signature]

**ROMERO LAW FIRM**  
CHARTERED

239 301 BOULEVARD EAST  
SUITE G  
BRADENTON, FLORIDA 34208

TEL: (941) 744-1623  
FAX: (941) 744-1693  
RER@ROMEROLAW.NET

January 10, 2003

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: New Filing

**RE:** *Matallano, Gallo & Sons, Inc.*

Dear Sir or Madam:

Enclosed please find a check payable to the Florida Secretary of State in the amount of \$70.00 as filing fee for the above-referenced corporation.

Accordingly, I have attached the original Articles of Incorporation plus one copy to be returned to our office once processed.

Thank you for your prompt attention to this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,

**ROMERO LAW FIRM CHARTERED**

A handwritten signature in black ink, appearing to read 'Rafael E. Romero', written in a cursive style.

Rafael E. Romero

RER/mj  
Enclosures

**ARTICLES OF INCORPORATION OF  
MATALLANO, GALLO & SONS, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I: NAME**

The name of the corporation is: **MATALLANO, GALLO & SONS, INC.**

**ARTICLE II: PURPOSE**

The purposes for which the corporation is organized are:

1. To engage in and transact any lawful business for which corporations may be incorporated under the laws of the United States and of the State of Florida.
2. To do such other things as are incidental to the purpose of the corporation or necessary or desirable in order to accomplish them.

**ARTICLE III: TERM OF EXISTENCE**

The term of existence of the corporation shall be perpetual.

**ARTICLE IV: BUSINESS ADDRESS**

The principal place of business and mailing address of the corporation is:

6205 36<sup>TH</sup> Avenue West  
Bradenton, Florida 34209

**ARTICLE V: SHARES**

The number of shares of stock that the corporation is authorized to issue and have outstanding is **1000** shares of common stock.

**ARTICLE VI: DIRECTORS**

The corporation is to have four (4) directors on the Initial Board of Directors. The number of directors may be increased or decreased from time to time, as provided in the by-laws, but shall never be less than one (1).

The names of the persons who shall serve as directors on the Initial Board of Directors are:

Alvaro Matallano  
Maria Soledad Gallo  
Maurico Matallano  
Nicolas Matallano

whose addresses shall be the same as the principal office of the corporation.

ARTICLE VII: OFFICERS

The initial corporate officers shall be:

Alvaro Matallano as President and Secretary;  
Maria Soledad Gallo as Vice-President and Treasurer.

ARTICLE VIII: AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any shareholder of the corporation and adopted by a majority vote of the shareholders at a meeting in which all of the shareholders are present.

ARTICLE IX: BY-LAWS

The Board of Directors of the corporation shall provide the By-Laws for the conduct of the corporation's business and the carrying out of its purposes.

Thereafter, amendments, modification or extractions to the By-Laws may be proposed by any shareholder of the corporation and adopted by a majority vote of the shareholders at a meeting in which all of the shareholders are present.

ARTICLE X: INCORPORATOR

The name and address of the person who shall serve as the corporation's incorporator is:

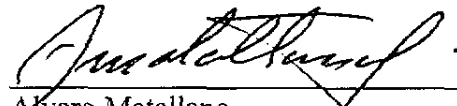
Alvaro Matallano  
6205 36<sup>TH</sup> Avenue West  
Bradenton, Florida 34209

ARTICLE XI: REGISTERED AGENT

The name and address of the person who shall serve as the corporation's registered agent is:

Alvaro Matallano  
6205 36<sup>TH</sup> Avenue West  
Bradenton, Florida 34209

IN WITNESS WHEREOF, the undersigned subscribing incorporator having hereto set his hand and seal, this 9<sup>th</sup> day of January, 2003, for the purpose of forming this corporation under the laws of the State of Florida and whereby make and file in the Office of the Secretary of the State of Florida these Articles of Incorporation and certify that these facts herein stated are true.

  
Alvaro Matallano  
Incorporator

03 JAN 13 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


FILED

STATE OF FLORIDA  
COUNTY OF MANATEE

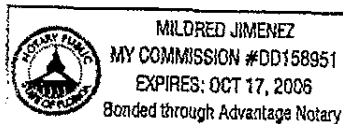
BEFORE ME, the undersigned Incorporator duly authorized to take acknowledgments, this day, personally appeared Alvaro Matallano, producing identification FL Drivers License, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 9<sup>th</sup> day of January, 2003.

SEAL

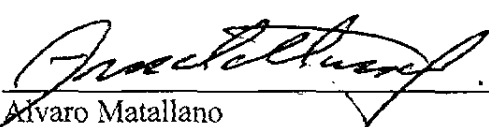
  
Notary Public

My Commission Expires:  
Commission No.:



ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, I hereby accept such designated capacity and hereby state that I am familiar with and accept the duties, obligations and responsibilities as registered agent for this corporation.

  
Alvaro Matallano  
Registered Agent