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SECRETARY OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

2002/3

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Amalfitano Group Inc

Signature _____

Requested by: LW 9/3

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

ARTICLES OF INCORPORATION

OF

THE AMALFITANO GROUP, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I: NAME

The name of this corporation is **THE AMALFITANO GROUP, INC.**

ARTICLE II: PURPOSE

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

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 Shares of Common Stock of One Dollar and NO/100 (\$1.00) Dollar per share par value.

ARTICLE IV: DURATION

This corporation is to exist perpetually.

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TALLAHASSEE, FLORIDA

ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 3808 Turkey Oak Drive, Valrico, Florida 33594.

The name and street address of the initial registered agent of the corporation in the State of Florida is:

**Jeffrey M. Lasman, Esquire
Lasman & Associates, P.A.
115 Providence Road
Brandon, Florida 33511**

The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have one (1) Director, the name of which is as follows:

NAME**ADDRESS**

FRANK J. AMALFITANO

3808 Turkey Oak Drive
Valrico, Florida 33594

ARTICLE VII: OFFICERS

The name and address of the officers of this corporation is as follows:

NAME AND OFFICE

ADDRESS

FRANK J. AMALFITANO
President
Vice President
Secretary
Treasurer

3808 Turkey Oak Drive
Valrico, Florida 33594

ARTICLE VIII: COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLE IX: INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE X: BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI: AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

ARTICLE XII: INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

FRANK J. AMALFITANO

ADDRESS

3808 Turkey Oak Drive
Valrico, Florida 33594

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: **FRANK J. AMALFITANO**.

Dated this 28th day of August, 2003.

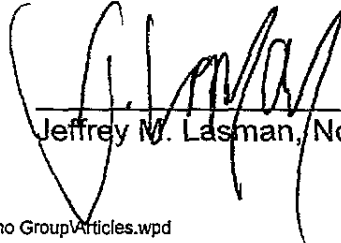

FRANK J. AMALFITANO

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28th day of August, 2003, by **FRANK J. AMALFITANO**, who has produced a Florida Driver License as identification.



JEFFREY M. LASMAN
COMMISSION # DD 068926
EXPIRES OCT. 22, 2005
BONDED THROUGH
ATLANTIC BONDING CO., INC.


Jeffrey M. Lasman, Notary Public

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**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS 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: **THE AMALFITANO GROUP, INC.**, a Florida corporation.
2. The name and address of the registered agent and office is:

**Jeffrey M. Lasman, Esquire
Lasman & Associates, P.A.
115 Providence Road
Brandon, Florida 33511**

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.



Jeffrey M. Lasman

August 28, 2003
(Date)

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TALLAHASSEE, FLORIDA