

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

macaluso corporation

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DIVISION OF STATE CORPORATIONS
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ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a corporation under the laws of the State of Florida,

ARTICLE 1. NAME. The name of this corporation is **MACALUSO CORPORATION**.

ARTICLE 2. DURATION. This corporation is to exist perpetually, commencing at the time of the filing of these Articles of Incorporation.

ARTICLE 3. PURPOSE. This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE 4. CAPITAL STOCK. This corporation is authorized to issue one hundred (100) shares of one dollars (\$1.00) par value capital stock.

ARTICLE 5. PRE-EMPTIVE STOCK. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share of such new stock at the price at which it is offered to others.

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 7400 SW 100 Street, Miami, FL 33156, and the name of the initial registered agent of this corporation is Carlos Macaluso.

ARTICLE 7. INITIAL PRINCIPAL PLACE OF BUSINESS. The street address of the initial principal place of business of this corporation is 7400 SW 100 Street, Miami, FL 33156.

ARTICLE 8. INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) director initially. The name and address of the initial director of this corporation is Carlos Macaluso, 7400 SW 100 Street, Miami, FL 33156.

ARTICLE 9. SUBSCRIBER. The name and address of the subscriber to these Articles of Incorporation is Carlos Macaluso, 7400 SW 100 Street, Miami, FL 33156.

ARTICLE 10. INDEMNIFICATION. This corporation shall indemnify any officer or director or any former officer or director, to the full extent as permitted by law.

ARTICLE 11. AMENDMENT. This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of NOVEMBER, 2003.


CARLOS MACALUSO
7400 SW 100 Street, Miami, FL 33156

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**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

I Hereby Certify that on this day, before me, an Officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **Carlos Macaluso**, who produced his Florida drivers license as identification and he acknowledged before me under oath that he executed the foregoing Articles of Incorporation as subscriber.

Witness my hand and official seal in the County and State last aforesaid this 24 day of November, 2003.



NOTARY PUBLIC



Mark S. Kimmel
Commission # DD 018646
Expires April 6, 2005
Bonded Through
Atlantic Holding Co., Inc.

This Instrument Prepared By:
Mark S. Kimmel, Esq.
6701 Sunset Drive, #105
Miami, Florida 33143
(305) 661-6400
FL Bar No. 273201

TOTAL P.04

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED:

FIRST...that MACALUSO CORPORATION is desirous to organize under the laws of the State of Florida, with its principal place of business at 7400 SW 100 Street, Miami, FL 33156 has named Carlos Macaluso, located at 7400 SW 100 Street, Miami, FL 33156, as it's agent to accept service of process within Florida.

By: _____

Date: _____

HAVING BEEN NAMED to accept service of process for the above-stated corporation at the place designated in this certification, I hereby agree to act in this capacity.

By: _____

Date: _____

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