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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

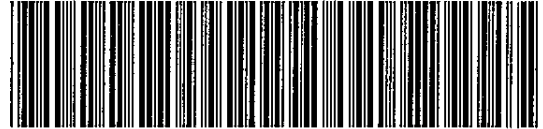
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 APR -2 AM 10:34

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LAW OFFICE OF PETER BAKER, P.A.

TELEPHONE: (813) 277-0352
TELECOPIER: (813) 229-7640
E-MAIL: PBAKERLAW@AOL.COM

SUITE 101C
500 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602

OF COUNSEL TO
BRICKLEYER SMOLKER & BOLVES, P.A.
500 EAST KENNEDY BOULEVARD, SUITE 200
TAMPA, FLORIDA 33602-4822

March 30, 2004

Department of State
Division of Corporations
(409 E. Gaines Street)
P. O. Box 6327
Tallahassee, FL 32314

Attention: Corporation Filing Group

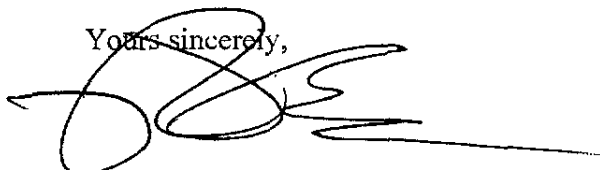
Re: Marinello Advertising, Inc.
My File No. 04-278

Gentlemen:

Enclosed are an original and copy of a Certificate of Domestication and new Articles of Incorporation for the referenced entity, together with a check in the amount of \$137.50 made payable to the Florida Department of State to cover the filing fee for the Certificate of Domestication (\$50.00), Articles of Incorporation and Certified Copy (with included Designation of Registered Agent and Office) (\$78.75), and a Certificate of Status (\$8.75).

Please file the original Certificate and Articles of Organization upon receipt and return the certified copy to me with the filing information, together with the Certificate of Status, in the enclosed, self-addressed, stamped envelope. Thank you for your assistance.

Yours sincerely,



Peter Baker

PB/cd
Enclosures

cc: John D. Marinello

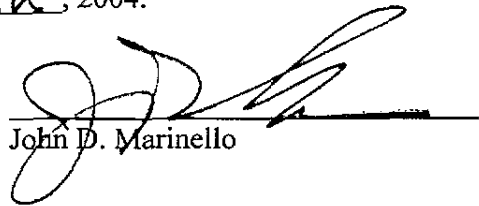
CERTIFICATE OF DOMESTICATION

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04 APR 22 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **JOHN D. MARINELLO**, as **President** of **MARINELLO ADVERTISING ASSOCIATES INC.**, a foreign corporation, in accordance with §607.1801, Florida Statutes, does hereby certify:

1. The date on which the above named corporation was formed was **June 8, 1989**.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the **State of New York (Westchester County)**.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was **MARINELLO ADVERTISING ASSOCIATES INC.**
4. The name of the corporation, as set forth in its articles of incorporation to be filed pursuant to §§ 607.0202 and 607.0401, Florida Statutes with this Certificate is **MARINELLO ADVERTISING, INC.**
5. The jurisdiction that constituted the seat, siege, social or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately prior to the filing of this Certificate of Domestication was the **State of New York (Westchester County)**.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to §607.1801, Florida Statutes.

I am **JOHN D. MARINELLO**, the **President** of **MARINELLO ADVERTISING ASSOCIATES INC.**, and I am authorized to sign this Certificate of Domestication on behalf of said corporation and have done so this 30 day of March, 2004.


John D. Marinello

Filing Fees:	
Certificate of Domestication	\$50.00
Articles of Incorporation & Cert. Copy	\$78.75
Total to Domesticate and File	\$128.75

ARTICLES OF INCORPORATION
OF
MARINELLO ADVERTISING, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation for profit under Florida Statutes Chapter 607 of the laws of the State of Florida as follows:

ARTICLE I

Name

The name of the Corporation is: **MARINELLO ADVERTISING, INC.**

ARTICLE II

Term of Existence - Domestication

Notwithstanding the provision of §607.203, Florida Statutes, the date when corporate existence shall be deemed to have commenced for this Corporation domesticated pursuant to §607.1801, Florida Statutes, shall be June 8, 1989, the date the Corporation was first formed, incorporated, or otherwise came into being under the laws of the State of New York (Westchester County), rather than the date of the filing of these Articles of Incorporation by the office of the Department of State of the State of Florida, and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The Corporation is organized to engage in any lawful business and service allowed under the laws of the State of Florida.

ARTICLE IV

Capital Stock

The Corporation shall be authorized to issue a maximum number of **200** shares of no par value capital stock which shall be designated Common Shares. The Common Shares shall be the only voting shares of capital stock issued by the Corporation. Each Common Share shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders shall have the right to vote.

ARTICLE V

Principal Office, Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is **5401-I Bayshore Blvd., Tampa, Florida 33611** and the name of its initial registered agent at such address is **John D. Marinello**. The address of the principal office of the Corporation will be the same unless a different address is provided in the Bylaws.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Directors

The Corporation shall have one (1) director(s) initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation shall always have at least one director. The name and address of the initial director of the Corporation who shall serve until a successor is duly elected and qualified is:

<u>Name</u>	<u>Address</u>
John D. Marinello	5401-I Bayshore Blvd. Tampa, Florida 33611

ARTICLE VII

Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
John D. Marinello	5401-I Bayshore Blvd. Tampa, Florida 33611

ARTICLE VIII

Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of the Corporation or in the shareholders of the Corporation, or both, as may be provided in the Bylaws.

ARTICLE IX

Indemnification


The Corporation shall indemnify each Director or Officer of the Corporation to the fullest extent authorized by Chapter 607, Florida Statutes, or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment) and as further provided in the bylaws of the Corporation.

ARTICLE X

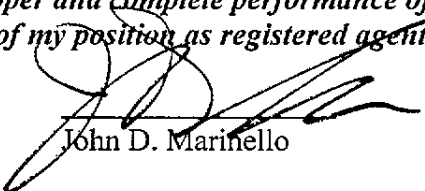
Amendment

These Article of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of March, 2004.


John D. Marinello

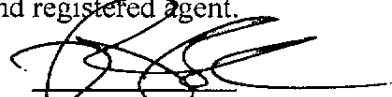
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the foregoing certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.


John D. Marinello

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NOTARY PUBLIC
HILLSBOROUGH COUNTY
FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 30th day of March, 2004, by John D. Marinello, as incorporator and registered agent.



Notary Public
My Commission Expires:
(SEAL)



Peter Baker
MY COMMISSION # DD248061 EXPIRES
September 27, 2007
BONDED THRU TROY FAIN INSURANCE, INC.