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(Business Entity Name)

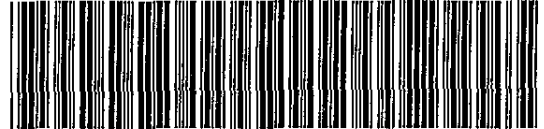
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07 JUL 23 11:40

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MJC

**MICHAEL J. COOPER**  
ATTORNEY AT LAW

321 N.W. 3RD AVENUE • OCALA, FLORIDA 34475 • TELEPHONE 352-732-4500 • FAX 352-351-3859 • EMAIL mcooper@michaeljcooper.com

July 20, 2004

Florida Department of State  
Corporate Records Bureau  
PO Box 6327  
Tallahassee, FL 32314

RE: **Martelli Holdings,, Inc.**

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above referenced corporation (including designation of Resident Agent) together with a check payable to your order in the amount of \$78.75 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	8.75
Filing fee for Certificate of Registered Agent	35.00
<b>TOTAL:</b>	<b>\$ 78.75</b>

Please return the certified copy of the Charter to me. Thank you for your cooperation in this matter.

Sincerely yours,

LAW OFFICE OF MICHAEL J. COOPER, P.A.

By: \_\_\_\_\_  
Sherri L. Waddey, Legal Assistant

SLW/

Enclosures

xc: Mr. Domenjo Martelli

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**ARTICLES OF INCORPORATION  
OF  
MARTELLI HOLDINGS, INC.**

**FILED**

04 JUL 23 PM 4:00

TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation is Martelli Holdings, Inc. with a principal office and mailing address of 6945 SW Highway 200, Ocala, FL 34478.

**ARTICLE II - COMMENCEMENT AND DURATION**

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

**ARTICLE III - PURPOSE**

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V - REGISTERED OFFICE**

The street address of the initial principal office and registered office of the corporation is: 6945 SW Highway 200, Ocala, FL 34476. The name of its initial Registered Agent is DOMENIC MARTELLI.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director(s) is/are:

**DOMENIC MARTELLI  
LEO MARTELLI  
LUCYANN LESBIREL**

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator is:

**DOMENIC MARTELLI, 6945 SW Highway 200, Ocala, FL 34476**

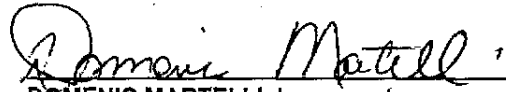
ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

ARTICLE IX - PRE-EMPTIVE RIGHTS

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 23rd day of June, 2004.

  
DOMENIC MARTELLI, Incorporator

I, DOMENIC MARTELLI, accept the office of Registered Agent. I am located at DOMENIC MARTELLI, the registered office of this corporation.

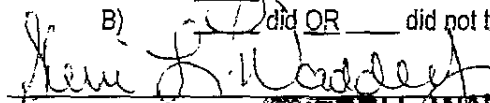
  
DOMENIC MARTELLI, Registered Agent

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of July 2004 by DOMENIC MARTELLI, as Incorporator and DOMENIC MARTELLI, as Registered Agent, who:

- A) D is/are personally known to me OR  
\_\_\_\_\_ who has/have produced a driver's license OR  
\_\_\_\_\_ other identification:

- B) D did OR \_\_\_\_\_ did not take an oath.

  
Print Name: SHERRI L. WADDEY

AFFIX SEAL/EXPIRATION DATE:

