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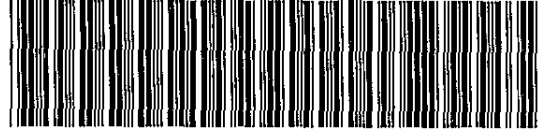
(Business Entity Name)

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RECEIVED  
05 FEB -8 AM 11:56  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 FEB -8 AM 11:28

OFFICE USE ONLY(DOCUMENT #)

**LAZARUS CORPORATE FILING SERVICE**

**3320 S.W. 87 AVENUE**

**MIAMI, FLORIDA (305)552-5973**

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. F. GIANNELLI, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLE OF INCORPORATION  
OF

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05 FEB -8 AM 11:28

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND UNDER THE STATUTE OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF INCORPORATING FOR PROFIT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION: F. GIANNELLI, INC.

ARTICLE TWO

THE GENERAL PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1. TO TRANSACT ANY LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS THAT CAN BE ADVANTAGEOUSLY CARRIED IN CONNECTION WITH OR AUXILIARY TO THE FOREGOING BUSINESS.
2. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE THREE

THE AGGREGATE NUMBER OF SHARES, WHICH THE CORPORATION IS AUTHORIZED TO ISSUE, IS 100 SHARES OF COMMON STOCK, SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$ 1.00.

ARTICLE FOUR

THE PLEDGE, SALE, TRANSFER OR OTHER DISPOSITION OF THE CAPITAL STOCK MAY BE GOVERNED AND RESTRICTED BY THE BY-LAWS FOR WRITTEN AGREEMENT AMONG THE STOCKHOLDERS WHICH SHALL BE ON FILE IN THE OFFICE OF THE OFFICER OF THE CORPORATION SO NAMED IN ARTICLE SEVEN HEREIN.

THE BY-LAWS MAY PROVIDE FOR CUMULATIVE VOTING BY STOCKHOLDERS AT THE ELECTIONS OF THE DIRECTORS OF THE CORPORATION.

ARTICLE FIVE

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION MAY BEGIN BUSINESS SHALL NOT BE LESS THAN ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE SIX

THE EXISTENCE OF THE CORPORATION IS PERPETUAL

ARTICLE SEVEN

THE INITIAL ADDRESS AND REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF FLORIDA SHALL BE: 1638 S. BAYSHORE CT. APT 201 MIAMI, FL 33133-4049

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICES TO ANY OTHER ADDRESS WITHIN THE STATE OF FLORIDA. THE REGISTERED AGENT IS: FRANCESCA GIANNELLI-HINKE ADDRESS: 1638 S. BAYSHORE CT. APT 201 MIAMI, FL 33133-4049.

ARTICLE EIGHT

A BOARD OF DIRECTOR(S) CONSISTING OF NOT LESS THAN (1) AND NO MORE THAN (5) SHALL MANAGE THE BUSINESS OF THE CORPORATION. A QUORUM FOR THE HOLDING OF A MEETING OF THE BOARD OF DIRECTOR(S), AND FOR THE TRANSACTION OF ANY BUSINESS PROPERLY CARRIED OUT BY THE DIRECTOR(S) ON BEHALF OF THE CORPORATION, SHALL CONSIST OF A MAJORITY OF THE MEMBERS THEREOF. BUT, THE DIRECTOR(S), BY UNANIMOUS CONSENT IN WRITING, INCLUDED IN THE MINUTES OF THE CORPORATION, MAY CONSENT TO THE DOING OF ANY ACT AND SUCH CONSENT IN WRITING SHALL HAVE THE SAME FORCE AND EFFECT AS THOUGH A FORMAL MEETING HAD BEEN HELD PURSUANT TO CALL BEING DULY MADE AND AS THOUGH THE SAID ACT HAD BEEN COMPLETED AND AUTHORIZED AT A MEETING AT WHICH A QUORUM HAD BEEN PRESENT, AND / OR SUCH DUTIES MAY BE DELEGATED TO AN "EXECUTIVE COMMITTEE".

ARTICLE NINE

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS AS FOLLOWS. THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTOR IS:

PRESIDENT: FRANCESCA GIANNELLI-HINKER 1638 S. BAYSHORE CT. APT 201 MIAMI, FL 33133

VICE-PRES.: FRANCESCA GIANNELLI-HINKER 1638 S. BAYSHORE CT. APT 201 MIAMI, FL 33133

SECRETARY: FRANCESCA GIANNELLI-HINKER 1638 S. BAYSHORE CT. APT 201 MIAMI, FL 33133

TREASURER: FRANCESCA GIANNELLI-HINKER 1638 S. BAYSHORE CT. APT 201 MIAMI, FL 33133

ARTICLE TEN

THE NAME AND ADDRESS OF THE SUBSCRIBERS TO THE ARTICLES OF INCORPORATION, AND THE NUMBER OF SHARES OF STOCK THAT THEY AGREE TO TAKE ARE AS FOLLOWS:


NAME: ADDRESS:  
SHARES/CASH VALUE

FRANCESCA GIANNELLI-HINKER 1638 S. BAYSHORE CT 100  
\$100.00

ARTICLE ELEVEN

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS UNDER SECTION 1244 OF THE INTERNAL REVENUE CODE IN ORDER THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS THEREUNDER.

IN WITNESS WHEREOF: WE HAVE HEREUNTO SET OUR HANDS AND SEALS THIS 5<sup>TH</sup> DAY OF FEBRUARY, 2005.

 Yvonne Valdes  
Commission # DD 315011  
Expires April 9, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc. \_\_\_\_\_ (SEAL)

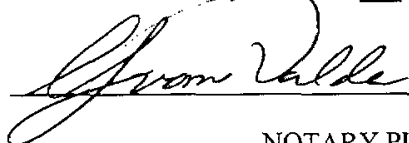
\_\_\_\_\_ (SEAL)


\_\_\_\_\_ (SEAL)

STATE OF FLORIDA  
COUNTY OF MIAMI DADE

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME, AN OFFICER BULY AUTHORIZED TO TAKE ACKNOWLEDGEMENTS AND ADMINISTER OATHS IN THE STATE OF FLORIDA, FRANCESCA GIANNELLI-HINKE TO ME WELL KNOWN TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AN WHO ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED FREELY AND VOLUNTARILY FOR THE PURPOSE THEREIN EXPRESSED.

IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND COUNTY ABOVE, ON THIS 2<sup>TH</sup> DAY OF FEBRUARY, 2005.



 Yvonne Valdes  
Commission # DD 315011  
Expires April 9, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION EXPIRES April 9, 2005

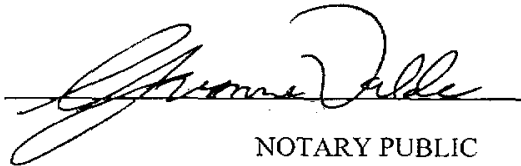
ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

  
REGISTERED AGENT  
FRANCESCA GIANNELLI-HINKE

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE  
ACKNOWLEDGMENT IN THE STATE AND COUNTY SET FORTH ABOVE,  
PERSONALLY APPEARED **FRANCESCA GIANNELLI**, WELL KNOWN TO ME  
TO BE THE PERSON WHO EXECUTED THE FOREGOING ACCEPTANCE BY  
REGISTERED AGENT, AND HE ACKNOWLEDGED BEFORE ME THAT HE  
EXECUTED THAT ACCEPTANCE ON THE 2<sup>TH</sup> DAY OF FEBRUARY, 2005.



NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION EXPIRES



April 9 2005

STATE OF FLORIDA  
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS

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

F. GIANNELLI, INC. A CORPORATION ORGANIZED (OR ORGANIZING) UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT 1638 S. BAYSHORE CT. APT. 201 MIAMI, FL 33133 HAS NAMED FRANCESCA GIANNELLI-HINKE, PRESENT AT 1638 S. BAYSHORE CT. APT 201 MIAMI, FL 33133 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

OFFICERS:

NAMES	TITLE	ADDRESS
<u>FRANCESCA GIANNELLI-HINKE</u> <u>MIAMI, FL</u>	<u>PRESIDENT</u>	<u>1638 S. BAYSHORE CT. APT 201</u>
<u>FRANCESCA GIANNELLI-HINKE</u> <u>MIAMI, FL</u>	<u>VICE-PRES.</u>	<u>1638 S. BAYSHORE CT. APT 201</u>
<u>FRANCESCA GIANNELLI-HINKE</u> <u>MIAMI, FL</u>	<u>TREASURER</u>	<u>1638 S. BAYSHORE CT. APT 201</u>

DIRECTOR(S):

NAMES	ADDRESS
<u>FRANCESCA GIANNELLI-HINKE</u>	<u>1638 S. BAYSHORE CT. APT 201 MIAMI, FL</u>

BY:   
CORPORATE OFFICER  
FRANCESCA GIANNELLI-HINKE

ACCEPTANCE:

I AGREE AS RESIDENT AGENT TO ACCEPT SERVICE OF PROCESS, TO KEEP OFFICE OPEN DURING PRESCRIBED HOURS, TO POST MY NAME (AND ANY OTHER OFFICERS OF SAID CORPORATION AUTHORIZED TO ACCEPT SERVICE OF PROCESS AT THE ABOVE FLORIDA DESIGNATED ADDRESS) IN SOME CONSPICUOUS PLACE IN OFFICE AS LAW REQUIRES.

  
RESIDENT AGENT  
FRANCESCA GIANNELLI-HINKE

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 FEB - 8 AM 11:28