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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch MAY 26 2005



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TITLE & ESCROW**

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May 18, 2005

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: **VILLANO ENTERPRISE CORP.**

TO WHOM IT MAY CONCERN:

Enclosed with this letter, to be filed with the Division of Corporations, Department of State, are the executed Articles of Incorporation for business entity VILLANO ENTERPRISE CORP., together with the corresponding check in the amount of \$78.75, to cover the cost of filing, Registered Agent and Certificate of Status. Please deliver the filed document to:

**C. Anthony Rumore, Esq.**  
**450 Las Olas Blvd., Ste: 1100**  
**Fort Lauderdale, FL 33301**

Very truly yours,

C. Anthony Rumore

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
VILLANO ENTERPRISE CORP.**

**ARTICLE I  
NAME**

The name of this corporation ("Corporation") is VILLANO ENTERPRISE CORP.

**ARTICLE II  
DURATION**

This corporation shall exist perpetually, commencing on the date of filing of these Articles.

**ARTICLE III  
PURPOSE**

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


**ARTICLE IV  
INITIAL PRINCIPAL OFFICE**

The street and mailing address of the corporation's initial principal office is:

NICOLE VILLANO  
450 Las Olas Boulevard  
Suite: 1100  
Fort Lauderdale, FL 33301

**ARTICLE V  
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$0.10 per share.



**ARTICLE VI  
PRE-EMPTIVE RIGHTS**

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 already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

C. Anthony Rumore, Esq.  
450 Las Olas Boulevard  
Suite: 1100  
Fort Lauderdale, FL 33301

**ARTICLE VIII  
DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time according to the bylaws. The initial directors shall be:

NICOLE VILLANO  
450 Las Olas Boulevard  
Suite: 1100  
Fort Lauderdale, FL 33301

**ARTICLE IX  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

A handwritten signature in black ink, appearing to be 'JFV', is located in the bottom right corner of the page.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.


#### **ARTICLE X OTHER PROVISIONS**

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

#### **ARTICLE XI INCORPORATORS**

The names and residence address of the incorporator is:

NICOLE VILLANO  
450 Las Olas Boulevard  
Suite: 1100  
Fort Lauderdale, FL 33301

  
Incorporator

Date: 5/17/05

*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.*

  
C. Anthony Rumore

5/17/05  
Date