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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

J. DIFALCO HOLDINGS INC.

Certificate of Status	0
Certified Copy	0
Page Count	7
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Amanda Haddon

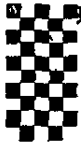
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FLOR. NO. 119 ^{dept} P. 2 ^{state}



RESUBMIT

November 15, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: J. DIFALCO HOLDINGS INC.
REF: W06000050034

PLEASE file ASAP
w/ original date of
submission 11/13/06
as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

You completed the wrong registered agent form. The one you completed is for a limited liability company not a corporation.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

FAX Aud. #: H06000274478
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
J. DIFALCO HOLDINGS INC.

J. DIFALCO HOLDINGS INC. hereby adopts this Certificate of Incorporation pursuant to the provisions of the Florida Business Corporation Act (the "laws of the State of Florida").

ARTICLE I
NAME

The name of the Corporation is **J. DIFALCO HOLDINGS INC.** (the "Corporation").

ARTICLE II
REGISTERED OFFICE

The address of the Corporation's registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301
and the name of the registered agent at such address is the Corporation Service Company.

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under laws of the State of Florida, as the same may be amended and supplemented from time to time.

ARTICLE IV
CAPITAL STOCK

The total number of shares of capital stock that the Corporation shall have authority to issue is Five Hundred Thousand (500,000) shares, par value \$0.001 per share, consisting of one class of stock designated as follows: Five Hundred Thousand (500,000) shares of Common Stock, \$.001 par value per share ("Common Stock").

Except as otherwise restricted by this Certificate of Incorporation, the Corporation is authorized to issue from time to time all or any portion of the capital stock of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued capital stock.

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Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class of capital stock of the Corporation shall be as hereafter provided in this Article FOURTH.

A. General. The rights of the holders of the Common Stock with respect to dividends and upon the liquidation, dissolution and winding up of the Corporation's affairs, are subject to and qualified by the rights of the holders of Preferred Stock as specified herein and any other class of the Corporation's capital stock that may hereafter be issued and outstanding having rights in the event of the liquidation, dissolution, or winding-up of the Corporation senior to or *pari passu* with the rights of holders of Common Stock. Each share of Common Stock shall be treated identically as all other shares of Common Stock with respect to dividends, distributions, rights in liquidation and in all other respects.

B. Voting. Each holder of shares of Common Stock is entitled to one vote for each share thereof held by such holder at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the combined number of the Corporation's issued and outstanding Common Stock and Preferred Stock that votes together with the Common Stock.

C. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and any other classes or series of the Corporation's capital stock that may hereafter be authorized and issued having preferred dividend rights senior to or *pari passu* with the rights of holders of Common Stock.

D. Liquidation. In the event of the liquidation, dissolution, or winding-up of the Corporation, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to the rights and preferences of any then outstanding shares of Preferred Stock and any other classes or series of the Corporation's capital stock that are issued and outstanding having rights upon the occurrence of the liquidation, dissolution, or winding-up of the Corporation senior to or *pari passu* with the rights of holders of Common Stock.

ARTICLE V PERPETUAL EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI
LIMITATION ON LIABILITY: INDEMNIFICATION

To the fullest extent permitted by the laws of the State of Florida, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the director derived an improper personal benefit. If the laws of the State of Florida are amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the laws of the State of Florida, as so amended.

The Corporation shall, to the fullest extent permitted by the laws of the State of Florida, indemnify each person who it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which each such indemnified person may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such indemnified person's official capacity and as to action in another capacity while serving as a director, officer, employee or agent of the Corporation, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

Any (i) repeal or amendment of this Article SIXTH by the stockholders of the Corporation or (ii) amendment to the laws of the State of Florida shall not adversely affect any right or protection existing at the time of such repeal or amendment with respect to any acts or omissions occurring before such repeal or amendment of a person serving as a director, officer, employee or agent of the Corporation or otherwise enjoying the benefits of this Article SIXTH at the time of such repeal or amendment.

ARTICLE VII
AMENDMENTS

The Corporation reserves the right to amend, alter or repeal any provisions contained in this Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed in this Certificate of Incorporation and by the laws of the State of Florida, and all rights herein conferred upon stockholders are granted subject to such reservation.

ARTICLE VIII
MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

B. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

D. Meetings of the stockholders may be held within or without the State of Florida, as the Bylaws may provide.

**ARTICLE IX
COMPROMISES OR ARRANGEMENTS
WITH CREDITORS AND STOCKHOLDERS**

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholder of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

**ARTICLE X
NAME AND ADDRESS OF INCORPORATOR**

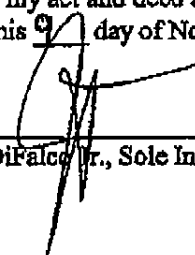
The name and mailing address of the sole incorporator is as follows:

Name
Joseph DiFalco Jr.

Address
705 NW 164th Avenue
Pembroke Pines, FL 33028

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I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the laws of the State of Florida, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 9 day of November, 2006.



Joseph DiFalco Jr., Sole Incorporator

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ARTICLE XI: Principal Place of Business:

705 NW 164th Avenue
Pembroke Pines, FL 33028

Having been named as registered agent and to accept service of process for J. DiFalco Holdings Inc., 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.
Corporation Service Company



Amanda Hadden
as its agent