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FLORIDA PROFIT/NON PROFIT CORPORATION

The Martinelli Group, Inc.

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September 21, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CHERRY & EDGAR, P.A.

SUBJECT: THE MARTINELLI GROUP, INC.  
REF: W09000042203

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MARTINELLI & ASSOCIATES, INC.**

**ARTICLE I  
Name**

The name of the corporation is **MARTINELLI & ASSOCIATES, INC.**, and its principal business address 2300 North Dixie Highway, West Palm Beach, Florida 33407

**ARTICLE II  
Duration**

This corporation shall have perpetual existence.

**ARTICLE III  
Purpose**

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

**THIS DOCUMENT WAS PREPARED BY:**

Richard G. Cherry, Esq.  
CHERRY, EDGAR & SMITH, P.A.  
Square Lake South  
8409 Military Trail, Suite 123  
Palm Beach Gardens, Florida 33410  
(561) 471-7767 (Telephone)  
(561) 471-7974 (Facsimile)  
Florida Bar No.: 303860

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**ARTICLE IV**  
**Capital Stock**

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

**ARTICLE V**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 8409 North Military Trail, Suite 123, West Palm Beach, Florida 33406, and the name of the initial registered agent of this corporation at the address is Richard G. Cherry.

**ARTICLE VI**  
**Incorporators**

The name and address of the person signing these articles is:

Richard G. Cherry	8409 North Military Trail
	Suite 123
	Palm Beach Gardens, FL 33410

**ARTICLE VII**  
**Directors/Officers**

The name and address of the sole director and officer of this corporation is:

Paul Martinelli	2300 North Dixie Highway
	West Palm Beach, FL 33407

**ARTICLE VIII**  
**Powers**

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

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**ARTICLE IX**  
**Indemnification**

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE X**  
**Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

**ARTICLE XI**  
**Bylaws**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

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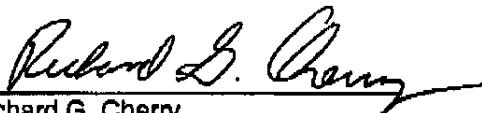
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**ARTICLE XII**  
**Beginning of Corporate Existence**


Corporate existence shall begin upon the filing of these Articles of Incorporation.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of  
Incorporation this 18th day of September, 2009.

  
Richard G. Cherry

**ACCEPTANCE OF REGISTERED AGENT**

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

SIGNATURE   
Richard G. Cherry

DATE: September 18, 2009

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