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SAMPLE LETTER OF TRANSMITTAL

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-01/05/95--01087--017  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: GERARD PATRICK Inc.  
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

GERALD DE MAIO  
(individual's name)

95 JAN -5 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

GERARD PATRICK INC.  
(name of corporation)

MAILING ADDRESS OF CORPORATION		
96	GERALD DE MAIO	
2100 A LINTON LK DR.		
DELRAY BEACH FL 33445		
PHONE		
(407)	274-6438	Ext.
Area Code	Number	Ext.

S.D.C.

T. BROWN JAN - 9 1995

ARTICLES OF INCORPORATION

95 JAN -5 AM 10:02  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

of  
GERARD PATRICK INC.  
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

GERARD PATRICK INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares ( 500 ) of ONE Dollar(s) (\$ 1.00 ) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>GERALD DE MAIO</u>		
ADDRESS	<u>2100 A LINTON LK DR.</u>		
CITY	<u>DELRAY BEACH</u>	FLORIDA <u>FL</u>	ZIP <u>33445</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>GERARD PATRICK INC. % GERALD DE MAIO</u>		
ADDRESS	<u>2100 A LINTON LK DR</u>		
CITY	<u>DELRAY BEACH</u>	FLORIDA <u>FL</u>	ZIP <u>33445</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE ( 3 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>GERALD DE MAIO</u>		
ADDRESS	<u>2100 A LINTON LK DR</u>		
CITY	<u>DELRAY BEACH</u>	STATE <u>FL</u>	ZIP <u>33445</u>
NAME	<u>LINDA DE MAIO</u>		
ADDRESS	<u>2100 A LINTON LK. DR.</u>		
CITY	<u>DELRAY BEACH</u>	STATE: <u>FL</u>	ZIP <u>33445</u>
NAME	<u>JOANNE STEVENS</u>		
ADDRESS	<u>1035 SPANISH CREEK RD #218</u>		
CITY	<u>BOCA RATON</u>	STATE: <u>FL</u>	ZIP <u>33432</u>

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	GERALD DE MAIO		
ADDRESS	2100 A LINTON LK DR		
CITY	DELRAY BEACH	STATE: FL	ZIP 33445
NAME	LINDA DE MAIO		
ADDRESS	2100 A LINTON LK DR		
CITY	DELRAY BEACH	STATE: FL	ZIP 33445
NAME	JO ANNE STEVENS		
ADDRESS	1035 SPANISH RIVER RD #218		
CITY	BOCA RATON	STATE: FL	ZIP 33432

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 2 day of JANUARY, 1995.

Gerald De Maio (Seal)  
Linda De Maio (Seal)  
Joanne Stevens (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

FILED  
95 JAN -5 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GERARD PATRICK Inc.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 2100 A LINTON LK. Dr.  
DELRAY BEACH FLORIDA 33445

has named GERALD DE MAIO  
located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

Gerald De Maio  
(registered agent)