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PEEBLES & GRACY, P.A.

ATTORNEYS AND COUNSELORS AT LAW

FREDERICK L. PEEBLES

THOMAS M. GRACY

GREGORY D. GRACY

FILED

95 JAN 13 PM 2 32

RECEIVED
TALLAHASSEE, FL

January 18, 1995

Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-01/20/95--01033--020
****122.50 ****122.50

RE: DELMAR HOLDING CORPORATION

Gentlemen:

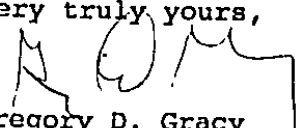
Please find enclosed the original and one copy of the Articles of Incorporation for filing relative to the above.

Also enclosed is our check for \$122.50 to cover the cost of the following services:

Filing fee for profit corporation	\$ 35.00
Certificate designating Registered Agent	35.00
Certified copy of Articles of Incorporation	<u>52.50</u>
TOTAL	\$122.50

We appreciate your assistance in this matter. If anything further is required, please advise.

Very truly yours,


Gregory D. Gracy

GDG:bh

Encls.

cc: Mr. and Mrs. Mario Maggio

MEH
1-24-95

ARTICLES OF INCORPORATION
OF
DELMAR HOLDING CORPORATION
A Florida Corporation

FILED
95 JAN 19 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be:
DELMAR HOLDING CORPORATION

ARTICLE II

This Corporation is to exist perpetually unless dissolved in accordance with the Laws of the State of Florida.

ARTICLE III

This Corporation may engage in any activities of business permitted under the Laws of the United States and of this State.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value. All or any part of said stock of this Corporation may be paid for wholly or in part for cash or other property, excluding stock or other securities, at a just valuation to be fixed by the Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

ARTICLE V

The initial street address of the principal office of this Corporation in the State of Florida is 1541 Patton Drive, Dunedin, FL 34698. The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch offices at such

other places within the State of Florida or without the State of Florida and within and without the United States of America as may be designated from time to time by the Directors of the Corporation.

ARTICLE VI

This Corporation shall not have less than two (2) Directors initially; the number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VII

The name and mailing address of the members of the first Board of Directors are:

MARIO P. MAGGIO	DOLORES M. MAGGIO
1541 Patton Drive	1541 Patton Drive
Dunedin, FL 34698	Dunedin, FL 34698

ARTICLE VIII

Pursuant to §48.091, Florida Statutes, MARIO P. MAGGIO, whose street address is 1541 Patton Drive, Dunedin, Florida 34698, is hereby named as agent of this Corporation to accept service of process within the State of Florida. The said MARIO P. MAGGIO, by execution of these Articles does accept to act in this capacity and agrees to comply with the provisions of §607.0505, Florida Statutes, relative to keeping open said office of the corporation located at the above address.

ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a

stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X

The name and street address of the incorporator to these Articles of Incorporation is: MARIO P. MAGGIO
1541 Patton Drive
Dunedin, FL 34698

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on the 18th day of January, 1995.

Mario P. Maggio
MARIO P. MAGGIO

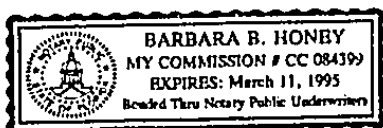
ACCEPTANCE BY REGISTERED AGENT

I, Mario P. Maggio, agree to accept the designation of Registered Agent for DELMAR HOLDING CORPORATION., and as such Registered Agent to comply with all requirements, including acceptance of service of process, pursuant to Chapter 607, Florida Statutes, which apply to my capacity as a Registered Agent.

Mario P. Maggio
MARIO P. MAGGIO
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of January, 1995, before me, the undersigned authority, by MARIO P. MAGGIO, as Incorporator and Registered Agent of DELMAR HOLDING CORPORATION, who is personally known to me.



Barbara B. Honey
Barbara B. Honey, Notary Public
Commission Exp. 3/11/95