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CORPORATION NAME(S) & DOCUMENT NUM	BER(S) (if known):
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Examiner's Initials	
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ARTICLES OF INCORPORATION

OF

PACETTI ENTERPRISES INC.

The undersigned, for the purpose of forming a corporation in under the Florida General Act hereby adopt the following articles of incorporation:

ARTICLE ONE

Name

The name of the corporation is PACETTI ENTERPRISES INC.

ARTICLE TWO

Duration

The term of existence of the corporation is perpetual.

ARTICLE THREE

Purpose

The sole purpose of this corporation is to operate an Amway Distributorship.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the corporation has authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00. All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; and any and all such shares so issued, the full consideration for which has been paid or delivered shall be deemed fully paid stock and not liable to any further call or assessments thereof, and the holder of such shares shall not be liable or any further payment thereon.

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ARTICLE FIVE

The amount of capital with which this corporation may commence business in \$100.00.

ARTICLE SIX

Registered Office

The street address of the initial registered office of the corporation is; 62 VALENCIA STREET, ST. AUGUSTINE, FL 32084; the mailing address is 62 Valencia Street, St. Augustine, Fl. 32084 and the name of the initial registered agent at such address is DAVID F. PACETTI. The principal address and registered office address are the same.

ARTICLE SEVEN

Directors

The number of directors of this Corporation shall not be less than one (1), nor more than five (5), but the number of such directors shall be subject to change as the By-Laws of this Corporation may, from time to time, provide.

The names and street addresses of the initial directors of this Corporation, who shall hold office for the first year or until successors or successors are elected and have qualified shall be:

Name

Address

DAVID F. PACETTI

62 VALENCIA STREET

ST. AUGUSTINE, FLORIDA 32084

CHARLOTTE A. PACETTI

62 VALENCIA STREET

ST. AUGUSTINE, FLORIDA 32084

ARTICLE EIGHT

Incorporator

The names and addresses of the incorporator is DAVID F, PACETTI, 62 VALENCIA STREET, ST. AUGUSTINE, FLORIDA 32084.

ARTICLE NINE

Commencement of Existence

The corporation shall be deemed to commence its existence upon the filing of the articles of incorporation.

ARTICLE TEN

Amendment

This Certificate of Incorporation may be amended as provided by Statute by the Stockholders of this Corporation.

ARTICLE ELEVEN

Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. The right shall be deemed waived by any shareholder who does not exercise it and pay for the share pre-empted within thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE THIRTEEN

Commencement of Existence

The corporation shall be deemed to commence its existence upon the filing of the articles of incorporation.

DAVID F. PACETTI Incorporator

STATE OF FLORIDA

COUNTY OF

On this 2 day of Following, 1975. before me the undersigned officer, personally appeared DAVID F. PACETTI

known to me to be the person whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(Notarial Seal)

My Commission Expires 10 July 1995

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I, _______ DAVID F. PACETTI _____, do accept the designation of Resident Agent by DAVID F. PACETTI INC. as indicated by signature below.

DAVID F. PACETTI

STATE OF FLORIDA

COUNTY OF

Before me, the undersigned authority, personally appeared DAVID F. PACETTI, who, being first duly sworn, deposes and says that he is one in the same person as that person who executed the foregoing Acceptance of Designation of Resident Agent and that he executed said Acceptance for the rurpose therein expressed this ______ day of Julyany, 1995.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(Notarial Seal)

Jaid E. Cinino

Notary Public, State of Florida

at Large

My Commission Expires: 10 July 1995