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25 FEB 13 PM 4:30
FBI - NEW YORK

ARTICLES OF INCORPORATION

OF

A.W. DISTEFANO, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida. It is the intent that the corporation will exist forever.

ARTICLE I - NAME

The name of this corporation is A.W. Distefano, Inc. and the mailing and principal address is 4260 N.W. 1st Avenue, #55, Boca Raton, Florida 33431.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock, having a nominal or par value of \$1.00.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

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ARTICLE V - PRE-EMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase his pro-rata share of an unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this corporation is A.W. Distefano, Inc., 4260 N.W. 1st Avenue, #55, Boca Raton, Florida 33431. The initial Registered Agent of this corporation at that address is Arlene M. Distefano.

ARTICLE VII - DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Name	Address	Office
Arlene M. Distefano	4260 N.W. 1st Ave., #55 Boca Raton, FL. 33431	President

ARTICLE IX - INCORPORATORS

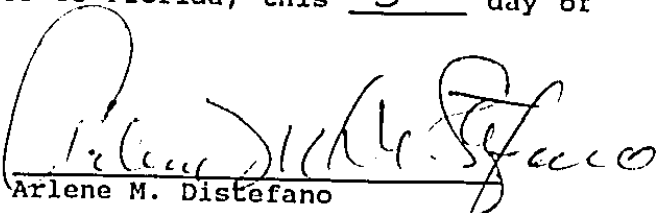
The name and address of the person signing these Articles of Incorporation is:

Arlene M. Distefano, 4260 N.W. 1st Avenue, #55, Boca Raton, Florida 33431.

ARTICLE X - AMENDMENT

These 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 Stockholders sign a written statement manifesting the intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3rd day of January, 19 95.


Arlene M. Distefano

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Arlone M. Distefano, known to be the person described as subscribers, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 3rd day of January, 1995.

Jacqueline Barwick
Notary Public

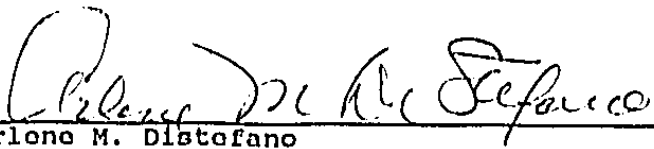
My commission expires:

Jacqueline Barwick

NOTARY PUBLIC
FOR THE STATE OF FLORIDA
COMMISSION EXPIRES 12/31/95

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.


Arlone M. Distofano

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