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LAWRENCE J. SEMENTO, P.A.

531 North Bay Street
Eustis, Florida 32728

Lawrence J. Semento
ATTORNEY AT LAW

Telephone: (904) 357-0770
FAX: (904) 357-0818

March 22, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800001438198
-03/23/95--01075--018
*****70.00 *****70.00

Re: Riccio, Inc.

Dear Sirs:

In regard to the above, enclosed please find Articles of Incorporation, Certificate Designating Registered Agent, and check in the amount of \$70.00 for filing this corporation. If all is in order, I would request that the Articles be properly filed in the records of the Secretary of State.

If you have any questions regarding the enclosed, please call.

Very truly yours,

LAWRENCE J. SEMENTO

LJS/sc

Enclosures

Dmc
3/30/95

FILED
95 MAR 28 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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505-188

LAWRENCE J. SEMENTO, P.A.

531 North Bay Street
Eustis, Florida 32726

Lawrence J. Semento
ATTORNEY AT LAW

Telephone: (904) 357-0770
FAX: (904) 357-0818

March 27, 1995

Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Attention: Brendolyn Bruton, Corporate Specialist

Re: Riccio, Inc.
Ref. No. W95000006558

Dear Sirs:

Pursuant to instructions from your office, I am returning the enclosed Articles of Incorporation for filing with the Department of State. I was advised that the Articles should have been filed, and were returned in error.

Thank you for your attention to this matter.

Very truly yours,



LAWRENCE J. SEMENTO

LJS/sc

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 24, 1995

LAWRENCE J. SEMENTO, P.A.
531 N. BAY ST.
EUSTIS, FL 32726

SUBJECT: RICCIO, INC.
Ref. Number: W95000006558

We have received your document for RICCIO, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 595A00013417

APR 2 7 1995

**ARTICLES OF INCORPORATION
OF
RICCIO, INC.**

FILED
95 MAR 28 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is: RICCIO, INC.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The Corporation is organized for the general purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The Corporation is authorized to issue a maximum number of 1,000 shares of the par value of \$1.00 per share, all of which shall be common stock.

The Shareholders of the Corporation entitled to vote may enter into written agreements subjecting the disposition or transfer of any or all common stock of the Corporation to reasonable restraint by sale, assignment, pledge, will, inter vivos gift, or any other method of transfer or encumbrance of said common stock.

In the event that the holders of common stock of the Corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of the Corporation, such stock shall not be eligible for transfer on the books of the Corporation unless

and until all of the terms and conditions of such agreement are met.

Transfers of any class of stock of the Corporation shall only be transferable upon the books of the Corporation.

ARTICLE V

The principal office of the Corporation will be located at 35335 Haines Creek Road, Leesburg, Florida, and its mailing address is 35335 Haines Creek Road, Leesburg, Florida 34788.

ARTICLE VI

The initial Registered Agent for the Corporation is Lawrence J. Semento, whose address is 531 North Bay Street, Eustis, Florida 32726. The registered agent of the Corporation may be changed from time to time by the Corporation filing the appropriate documentation with the State of Florida.

ARTICLE VII

The Corporation shall initially have two directors. The number of directors constituting the Board of Directors may be changed from time to time in accordance with the bylaws of the Corporation.

The Board of Directors of the Corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by them to the Corporation, in whatever capacity.

The names and street addresses of the members of the first Board of Directors are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| Vincenzo Riccio | 35335 Haines Creek Road, Leesburg, Florida 34788 |
| Diana Riccio | 35335 Haines Creek Road, Leesburg, Florida 34788 |

ARTICLE VIII

The Corporation shall have a president, secretary and treasurer, each of whom may be members of the Board of Directors, and the Corporation may have any such other and additional officers as may be authorized by its bylaws.

ARTICLE IX

The name and street address of each subscriber of these Articles of Incorporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| Vincenzo Riccio | 35335 Haines Creek Road, Leesburg, Florida 34788 |
| Diana Riccio | 35335 Haines Creek Road, Leesburg, Florida 34788 |

ARTICLE X

The Corporation shall grant to the Shareholders of record at the time of issuance of any additional stock full preemptive rights in the issuance of all new stock and full preemptive rights in all authorized but unissued stock, in that such stock shall be first offered to such registered Shareholders for sale at the price at which it is offered by others, which price, in the case of par value shares, may be in excess of par, before there shall be an offer to sell said stock to person other than said Shareholders. The terms and other details of such offer including the time of its acceptance and the manner of payment shall be determined by the Board of Directors.

ARTICLE XI

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XII

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

ARTICLE XIII

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

DATED THIS 21st day of March, A.D., 1995.

WITNESSES:

Denny Tranchella
Witness

James A. Sementi
Witness

Denny Tranchella
Witness

James A. Sementi
Witness

Vincenzo Riccio
VINCENZO RICCIO

Diana Riccio
DIANA RICCIO

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take

acknowledgments in the State of Florida, personally appeared VINCENZO RICCIO, who is personally known to me (or who has produced N/A as identification) and who acknowledged before me that he subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of March, A.D., 1995.



OFFICIAL SEAL
PERNITA M. CROMWELL
My Commission Expires
March 16, 1996
Comm. No. CC 186582

Pernita M. Cromwell

Notary Public Signature
Pernita M. Cromwell

Printed/Typed Name

My Commission Expires: _____

Commission Number _____

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared DIANA RICCIO, who is personally known to me (or who produced N/A as identification) and who acknowledged before me that she executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal on the 21st day of March, A.D., 1995.

Notary Seal:



OFFICIAL SEAL
PERNITA M. CROMWELL
My Commission Expires
March 16, 1996
Comm. No. CC 186582

Pernita M. Cromwell

Notary Public Signature
Pernita M. Cromwell

Printed or Typed Name

Commission Number: _____

Expiration Date: _____

DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That RICCIO, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Leesburg, County of Lake, State of Florida, has named Lawrence J. Semento, 531 North Bay Street, Eustis, Florida 32729 as its agent to accept service of process within this state.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



LAWRENCE J. SEMENTO
Registered Agent