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July 27, 1995

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

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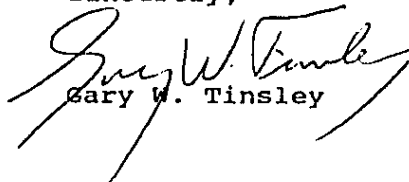
Re: Articles Of Incorporation of
CARTA-TORELLO, INC.

Dear Sir or Madame:

Enclosed herewith for filing are the original Articles of Incorporation of CARTA-TORELLO, INC. together with Designation of Registered Agent and our check in the amount of \$122.50 which represents your fee for the filing of these Articles. Upon your filing these Articles, please return to our office a certified copy of same.

Your cooperation and attention in this matter is greatly appreciated.

Sincerely,


Gary W. Tinsley

GWT/sjj

Enclosures

SHARON L. TALA
AUG -2 1995

ARTICLES OF INCORPORATION

of

CARTA-TORELLO, INC.

RECEIVED
JUL 31 1963
STATE OF FLORIDA
CORPORATION DIVISION

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles Of Incorporation for such corporation:

1. NAME: The name of the corporation is CARTA-TORELLO, Inc.

2. DURATION: The period of its duration is perpetual.

3. PURPOSE: The purpose of the corporation is to engage in any activities or businesses permitted under the laws of the State of Florida.

4. STOCK: The corporation shall have the authority to issue 3,000 shares, all in one class at no par value.

5. REGISTERED AGENT: The address of the initial registered office of the corporation is 213 Silver Beach Avenue, Daytona Beach, Florida 32118, and the name of its initial registered agent at said address is GARY W. TINSLEY, Esquire.

6. DIRECTORS: The number of directors constituting its initial Board Of Directors is four (4), whose names and addresses are JOHN TORELLO, SR., 2750 Ocean Shore Blvd., Ormond Beach, FL 32176; DANIEL SALERNO, 2750 Ocean Shore Blvd., Ormond Beach, FL 32176; JOHN TORELLO, JR., 739 A Flamingo Road, Ormond Beach, FL 32176; and PAT CARTA, 4 Terrace Place, Stanford, Conn. 06902.

7. INCORPORATOR: The name and address of the

Incorporator is JOHN TORELLO, SR., 2750 Ocean Shore Blvd., Ormond Beach, FL 32176.

8. PRE-EMPTIVE RIGHTS: The holders of common stock of this corporation shall have pre-emptive rights to purchase, at any prices, terms, and conditions, that shall be fixed by the Board Of Directors, such of the shares of stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized, issued, and outstanding by the corporation. The pre-emptive right of any shareholder is determined by the ratio of authorized, issued, and outstanding shares of common stock held by the holder to all shares of common stock currently authorized, issued, and outstanding.

9. SHAREHOLDER AGREEMENTS: The shareholders may at any time enter into an agreement by and between themselves unanimously, which controls the election of the Directors or Officers of the corporation, the transferability of stock, or any other matter allowed under the laws of the State of Florida.

IN WITNESS WHEREOF, THE UNDERSIGNEDS have made and subscribed of these Articles Of Incorporation for CARTA-TORELLO, Inc., at 213 Silver Beach Avenue, Daytona Beach, Florida 32118, on this 27th day of July, 1995.

John Torello SR.
JOHN TORELLO, SR.

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

JOHN TORELLO, SR., this day personally appeared before me and after first being duly sworn by me, deposes and says that he has read the foregoing Articles Of Incorporation, has personal knowledge of the facts and matters therein set forth and all are

true and correct, and further acknowledges before me the execution of these Articles Of Incorporation.

SWORN TO AND SUBSCRIBED before me this 27th day of July, 1995.

Suzan J. Jordan
NOTARY PUBLIC

State of Florida at Largo

My commission expires:



SUZAN J. JORDAN
COMMISSION # CC 431738
EXPIRES JAN 4, 1999
BONDED \$1000
ATLANTIC REINSURANCE CO., INC.

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

The following is submitted in compliance with Chapter
48.091, Florida Statutes:

CARTA-TORELLO, Inc., a corporation organized (or
organizing) under the laws of the State Of Florida, with its
principal office at 2750 Ocean Shore Blvd. Ormond Beach, FL 32176,
has named GARY W. TINSLEY, Attorney At Law, whose address is 213
Silver Beach Avenue, Daytona Beach, Volusia County, Florida 32118,
as its agent to accept service of process within the State.

INCORPORATOR:

John Torello Sr.
JOHN TORELLO, SR.
2750 Ocean Shore Blvd.
Ormond Beach, FL 32176

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

JOHN TORELLO, SR., this day personally appeared before me
and after first being duly sworn by me, deposes and says that he
has read the foregoing Certificate, has personal knowledge of the
facts and matters therein set forth and all are true and correct,
and further acknowledges before me the execution of this
Certificate.

SWORN TO AND SUBSCRIBED before me this 27th day of July, 1995.

Suzan J. Jordan
NOTARY PUBLIC
State of Florida at Large

My commission expires:



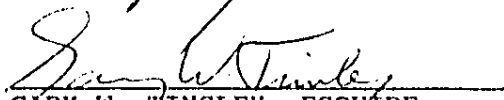
SUZAN J. JORDAN
COMMISSION # CC 43173B
EXPIRES JAN 4, 1999
BONDED WITH
ATLANTIC BONDING CO., INC

ACCEPTANCE

I AGREE as registered agent to accept service of process;

to keep the office open during prescribed business hours; to post my name and any other Officers of said corporation authorized to accept service of process at the above-designated Florida address in some conspicuous place in the office as required by law.

DATED this 28th day of July, 1995.


GARY W. TINSLEY, ESQUIRE
213 Silver Beach Avenue
Daytona Beach, Florida 32118
(904) 254-2941