

Law Offices of
DONNA G. GOLDMAN, P. A.
A Professional Association
Attorney at Law

NATIONSBANK BUILDING
2 SOUTH UNIVERSITY DRIVE • SUITE 319
PLANTATION, FLORIDA 33324-3307

TELEPHONE (305) 423-4440
FACSIMILE (305) 423-4448

December 18, 1995

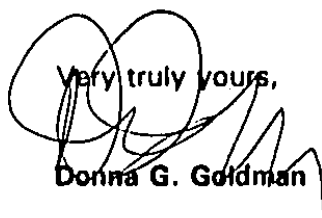
Division of Corporations
Dept of State
The Capitol
P O Box 6327
Tallahassee, FL 32314

P96000000757

Re: **SEBASTIANO, INC.**

Dear Clerk:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above referenced corporation. I have enclosed a check in the requisite amount of \$ 70.00 for filing. Please process this at your earliest opportunity. Thank you for your assistance. If you have any questions, please do not hesitate to call me.

Very truly yours,

Donna G. Goldman

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

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**ARTICLES OF INCORPORATION
OF
SEBASTIANO, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for the purposes of the Corporation as herein set forth:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS - The name of this corporation being **SEBASTIANO, INC.**, and shall have its principal place of business at 1279 University Drive, Coral Springs, Florida 33065.

The Board of Directors may, from time to time, move the principal place of business to any other address in the State of Florida and establish branch offices in any place within the State of Florida as said corporation may desire.

ARTICLE II

COMMENCEMENT AND DURATION - The commencement of the corporate existence of Sebastiano, Inc., shall occur upon the filing and acceptance of these Articles and shall exist perpetually.

ARTICLE III

PURPOSE - The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the

Corporation or necessary or desirable in order to accomplish them, either directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

C. To sue, complain and defend the corporate name.

D. To borrow or raise money for any purpose of the corporation and to secure the same interest, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal rights now owned or hereinafter acquired, and to create, issue, draw, accept and negotiate bonds and mortgages, bills of exchange, promissory notes, or other obligations or negotiable instruments.

E. To lend money and use its credit to assist corporate employees, to lend money for any corporate purpose, invest and reinvest its funds, and to take and hold the payment of funds so loaned or invested.

F. To make donations for the public welfare or for charitable, scientific or educational purposes.

G. To transact any lawful business and do all other acts to the extent permitted under the laws of the State of Florida.

ARTICLE IV

CAPITALIZATION - The aggregate number of shares of stock authorized is 500 (500) shares of common stock, having no par value per share for all such shares, unless otherwise determined by vote of the principals.

ARTICLE V

DIRECTOR, OFFICER AND SUBSCRIBER -

A. This corporation shall be governed by a Board of Directors consisting of one (1) director(s) and (2) officer(s) initially. The number of directors and officers

may be increased or decreased from time to time in accordance with the Articles or By-Laws but shall never be less than one.

B. The name(s) and address(es) of the Initial Board of Directors, Officers and the Subscriber are as follows:

Steve Gadaleta
1279 University Drive
Coral Springs, FL 33065

Director/President/Subscriber

Mindy Gadaleta
1279 University Drive
Coral Springs, FL 33065

Secretary

ARTICLE VI

VOTING TRUSTS - No stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE VII

CUMULATIVE VOTING FOR DIRECTORS - At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he/she would be entitled to cast for the election of directors with respect to his/her shares of stock multiplied by the number of directors to be elected, and he/she may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two (2) or more of them, as he/she may see fit.

ARTICLE VIII

REMOVAL OF DIRECTORS - Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that

required to elect a director.

ARTICLE IX

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' meeting by a majority of the stockholders entitled to vote.

ARTICLE X

BY-LAWS CLAUSE - The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

SUBSEQUENT AGREEMENTS

Nothing in these Articles shall limit the ability of the Shareholders to enter into a valid Shareholders agreement in accordance with F.S. 607.0731. Any provisions of such valid agreement shall control or supersede these Articles to the extent they may conflict and as permitted by law.

INCORPORATOR

The name and address of the Incorporator of the Corporation is as follows:

Steve Gadaleta
1279 University Drive
Coral Springs, FL 33065

The undersigned, being a subscriber and Incorporator for the purposes of forming this corporation for profit to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts contained herein stated are true and accordingly has heretounder set his hand this 16 day of Dec, 1995.

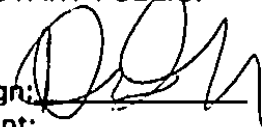

Incorporator

STATE OF FLORIDA
COUNTY OF Broward

The execution of these Articles of Incorporation were acknowledged before me this 18 day of December, 1995, by Steve Gadaleta.



NOTARY PUBLIC:


Sign: _____
Print: _____
State of Florida

My Commission Expires:

Personally known _____ or Produced Identification DL Type of Identification
Produced _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered agent and registered office in the State of Florida that being Donna G. Goldman, LAW OFFICES OF DONNA G. GOLDMAN, P.A., NationsBank Building, 2 South University Drive, Suite 319, Plantation, Florida 33324 and is so authorized to accept service of process within the State of Florida.

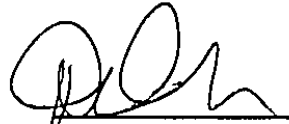


Corporate Officer

Dated: December 18 1995.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for Sebastiano, Inc., at the place designated above, I, Donna G. Goldman, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of duties, and I am familiar with and accept the obligations of my position as registered agent.



Donna G. Goldman

Dated: Dec 18, 1995.

Filed by:

DONNA G. GOLDMAN, P.A.
NationsBank Building - Suite 319
2 S. University Drive
Plantation, Florida 33324
(305)423-4440

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