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Law Office
MARRAFFINO & ROTH, P.A.

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BOCA RATON, FLORIDA 33431

BOCA (407) 395-8208
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CORAL SPRINGS OFFICE
10115 W. SAMPLE ROAD
CORAL SPRINGS, FLORIDA 33066
(305) 420-3233

LAWRENCE J. MARRAFFINO
DEBORAH A. ROTH

PLEASE REPLY TO
BOCA RATON

January 8, 1996

Florida Department of State
Jim Smith, Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

8000001686818
-01/11/96--01050--018
***122.50 ***122.50

RE: MARLENE A. MAZZA, P.A.

Dear Mr. Smith:

Enclosed please find the Articles of Incorporation in the above referenced matter, along with my check in the amount of \$122.50 for filing fees.

Please forward to my office in the enclosed self-addressed stamped envelope the certified copies of the articles.

Your prompt attention to this matter is greatly appreciated. Should you have any questions, please do not hesitate to call me.

Very truly yours,

LAWRENCE J. MARRAFFINO, P. A.

Lawrence J. Marraffino
Lawrence J. Marraffino

Enclosures
LJM/vad
95-16\mazcorp.ltr

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JAN 16 1996

ARTICLES OF INCORPORATION OF MARLENE A. MAZZA, P.A.

The undersigned natural person, who is licensed or otherwise legally authorized to practice the profession of accounting in the State of Florida intends to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is MARLENE A. MAZZA, P.A.

ARTICLE II - DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a. To engage in the practice of accounting as a professional accounting corporation and to carry on services incident thereto. The practice of accounting is the sole and exclusive professional service to be rendered by this corporation.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly authorized to practice accounting in, the State of Florida.

ARTICLE IV - CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 100 shares. Such shares shall be of a single class of common stock, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The address of the corporation's principal office is 11321 Lake Tree Court, Boca Raton, Florida. The name of the initial registered agent of the corporation is MARRAFFINO & ROTH, P.A., 1900 Glades Road, Suite 240 Boca Raton, FL 33431.

ARTICLE VII - CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII - SUBSCRIBERS

The names and addresses of each person signing these articles of incorporation as a subscriber is: Marlene A. Mazza, 11321 Lake Tree Court, Boca Raton, FL 33498.

ARTICLE IX - DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one and the name and address of the initial director is: Marlene A. Mazza of 11321 Lake Tree Court, Boca Raton, FL 33498.

The initial director shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X - BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ninety (90) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI - DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the

corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

In witness hereof, we, the undersigned incorporators of this corporation have executed these articles of incorporation at Boca Raton FL on 1/8/, 1996.

Marlene A. Mazza
MARLENE A. MAZZA


STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, an officer of duly authorized to minister oaths and take acknowledgments, personally appeared MARLENE A. MAZZA, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal this 8th day of January, 1996 at Boca Raton, Palm Beach County, Florida.

Lawrence J. Maraffino
NOTARY PUBLIC
State of Florida at Large

My commission expires:

 LAWRENCE J. MARRAFFINO
My Commission CC407788
Expires Oct. 20, 1998
Print Name of Notary Lawrence J. Maraffino

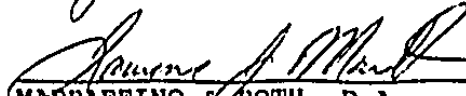
(☒) Personally known to me, or
() Produced identification:

Type of identification

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, MARRAFFINO & ROTH, P.A., being and the same as that MARRAFFINO & ROTH, P.A. designated in the Articles of Incorporation of MARLENE A. MAZZA, P.A., do hereby accept the appointment as the registered agent of MARLENE A. MAZZA, P.A.

Dated this 8 day of January, 1996.


MARRAFFINO & ROTH, P.A.
Lawrence J. Marraffino, Esquire
FLORIDA BAR NO: 438390
1900 Glades Road, Suite 240
Boca Raton, FL 33431
(407) 395-5208
(305) 429-3233

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