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Law Office of
MICHELLE C. FRIGOLA
A Professional Association

Michelle C. Frigola
Theresa M. Lemmo

Of Counsel
Alfred K. Frigola

January 16, 1996

RECEIVED
JAN 18 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-01/18/96--01089--005
****122.50 ****122.50

Re: Massimiani, Incorporated.
File No.: 96-105

Dear Sir or Madam:

Please find enclosed an original original and one (1) copy of the Articles of Incorporation and the Certificate of Resident Agent for the above-referenced corporation. Also please find enclosed Michelle C. Frigola, P.A., Escrow Account check number 656 in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50) representing your costs for filing the Articles of Incorporation.

Please return the filed Articles of Incorporation in the Federal Express envelope with the enclosed Airbill at your earliest possible convenience.

Should you have any questions or concerns, please do not hesitate to contact the undersigned.

Very truly yours,

Michelle C. Frigola
Michelle C. Frigola

Lighthouse Point
Professional Center
5340 North Federal Highway
Suite 104
Lighthouse Point, Florida 33064

(305) 360-0907
FAX (305) 360-0908

MCF/yb
Encls.
cc: Massimiani, Inc.

1-23-96
[Signature]

ARTICLES OF INCORPORATION

OF

MASSIMIANI, INCORPORATED

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a Corporation under the laws of the State of Florida.

FILED
\$5 JAN 18 AM 8:45
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is:

MASSIMIANI, INCORPORATED

ARTICLE II

The initial post office address of this principal office of this corporation, in the State of Florida is:

1200 N.E. 48th Street
Pompano Beach, Florida 33061

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The Registered Resident Agent for the corporation is:

Michelle C. Frigola, Esquire
MICHELLE C. FRIGOLA, P.A.
Lighthouse Point Professional Center
5340 North Federal Highway, Suite 104
Lighthouse Point, Florida 33064

ARTICLE V

The general nature of the business to be transacted by this corporation is:

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

ARTICLE VI

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE VII

The amount of capital with which this Corporation will begin business is One Thousand Dollars (\$1,000.00).

ARTICLE VIII

The stockholders may from time to time move the principal office of this corporation to any other address in Florida.

ARTICLE IX

This corporation shall have at least one (1) director initially, but the number of Directors may be increased from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE X

The name and post office address of the initial Board of Directors and Officers is:

NAME

ADDRESS

OFFICE

Margaret P. Massimiani

4987 N.E. 14th Avenue
Pompano Beach, FL 33064

Director/
President

ARTICLE XI

The name and post office address of each incorporator is:

Margaret P. Massimiani
4987 N.E. 14th Avenue
Pompano Beach, Florida 33064

ARTICLE XII

The corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation. 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. Further, the corporation reserves the right to provide in the By-Laws for issuance of stock certificates; and, the corporation shall have the right of first refusal to purchase any stock issued by the corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names on this 12th day of January, 1996.

WITNESSES

Michelle C. Freigola
Printed Name

Theresa M. Lemme
Printed Name

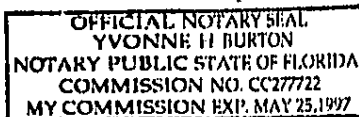
Margaret P. Massimiani
Margaret P. Massimiani, Director

STATE OF FLORIDA)
) DO.
COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary public, duly authorized in the State of Florida and County named above to take acknowledgments, personally appeared, **Margaret P. Massimiani**, as Director to be known as the person described in, as subscriber, and who executed the foregoing Articles of Incorporation and who acknowledged before me that she subscribed to these articles of Incorporation.

Yvonne H. Burton
Notary Public, State of Florida
YVONNE H. BURTON
Printed Name

My Commission Expires:



Personally known _____
or Produced Identification ✓

Type of Identification Produced Florida Drivers Lic # M55-568-35-957
exp. 12/14/1999.

CERTIFICATE OF RESIDENT AGENT

IN FURTHERANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST: MASSIMIANI, INCORPORATED

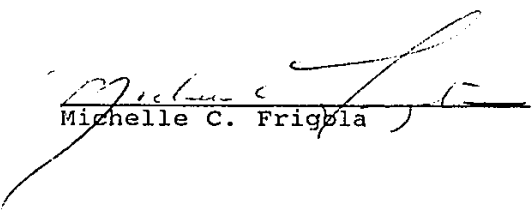
desiring to organize under the Laws of the State of Florida,
with its principal place of business as indicated in the Articles
of Incorporation, in the County of Broward, State of Florida has
named:

Michelle C. Frigola, Esquire
Michelle C. Frigola, P.A.
Lighthouse Point Professional Center
5340 North Federal Highway, Suite 104
Lighthouse Point, Florida 33064

as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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


Michelle C. Frigola