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January 19, 1996

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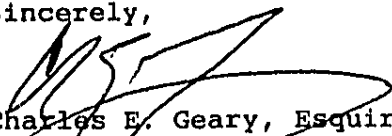
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: PATRICK H. CIOFFI, INC.

Dear Sir/Madam:

Enclosed you will find one (1) original and one (1) copy of the Articles of Incorporation and the Acceptance of Registered Agent for the above referenced corporation, along with my check in the amount of \$122.50 to cover your fee. Please file these documents and return them to me in the enclosed self addressed, stamped envelope.

Sincerely,


Charles E. Geary, Esquire

CEG/rg
enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 22 AM 9:46

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Licensed in the State of Florida and in Washington, D.C.

g/1/20/96

**ARTICLES OF INCORPORATION
OF
PATRICK H. CIOFFI, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, heroby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be: PATRICK H. CIOFFI, INC.

ARTICLE II. INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 3131 S.W. Martin Downs Blvd., Suite 349, Palm City, Florida 34990. The mailing address of this corporation is 3131 S.W. Martin Downs Blvd., Suite 349, Palm City, Florida 34990.

ARTICLE III. CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE V. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Patrick H. Cioffi
3131 S.W. Martin Downs Blvd.
Suite 349
Palm City, Florida 34990

ARTICLE VI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Patrick H. Cioffi
3131 S.W. Martin Downs Blvd.
Suite 349
Palm City, Florida 34990

ARTICLE VII. INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Patrick H. Cioffi
3131 S.W. Martin Downs Blvd.
Suite 349
Palm City, Florida 34990

ARTICLE VIII. PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of accounting.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IX. CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE X. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

ARTICLE XI. INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF the undersigned subscriber has executed the Articles of Incorporation on this 19th day of January, 1996.

Patrick H. Cioffi
Patrick H. Cioffi

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 19th day of January, 1996 by Patrick H. Cioffi, who is personally known to me or who has produced Florida Drivers License as identification and who did not take an oath.

Rebecca D. Geary
Print Name:
Notary Public



REBECCA D. GEARY
MY COMMISSION # CC385187 EXPIRES
JUNE 20, 1998
BONDED THRU THY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

That PATRICK H. CIOFFI, INC. desires to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 3131 S.W. Martin Downs Blvd., Suite 349, Palm City, Florida 34994 has named Patrick H. Cioffi as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: Patrick H. Cioffi
Patrick H. Cioffi

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 19th day of January, 1996 by Patrick H. Cioffi, who is personally known to me or who has produced Florida Drivers License as identification and who did not take an oath.

Rebecca D. Geary
Print Name:
Notary Public



REBECCA D. GEARY
MY COMMISSION # CC385187 EXPIRES
June 20, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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