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Law Office of  
MICHELLE C. FRIGOLA  
A Professional Association

Michelle C. Frigola  
Theresa M. Lemme

Of Counsel  
Alfred K. Frigola

January 23, 1996

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

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-01/26/96--01098--012  
\*\*\*122.50 \*\*\*122.50

Re: LACERTE & SON, INC.  
File No.: 96-106

Dear Sir or Madam:

Please find enclosed an original and one (1) copy of the Articles of Incorporation and the Certificate of Resident Agent for the above-referenced corporation. Also find enclosed Michelle C. Frigola, P.A., Escrow Account check number 665 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 self-addressed, stamped envelope 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

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: Lacerte & Son, Inc.

AL JAN 30 1995

96 JAN 26 AM 8:57  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

LACERTE & SON, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JAN 26 AM 8:57

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.

ARTICLE I

The name of the corporation is:

LACERTE & SON, INC.

ARTICLE II

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

Marc Daniel Lacerte  
275 Northeast 48th Street  
Pompano Beach, Florida 33064

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The Registered Resident Agent for the corporation is:

Michelle C. Frigola, Esq.  
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
Marc Daniel Lacorte	275 N.E. 48th St. Pompano Beach, FL 33064	Director/President
Beau Christopher Lacorte	275 N.E. 48th St. Pompano Beach, FL 33064	Director/Vice- President

#### ARTICLE XI

The name and post office address of each incorporator is:

Marc Daniel Lacorte  
275 Northeast 48th Street  
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 27 day of Jan, 1996.

WITNESS

PRINTED NAME

WITNESS

PRINTED NAME

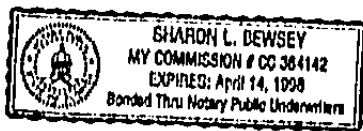
Marc Daniel Lacorte  
Director

STATE OF FLORIDA       )  
                              )  
COUNTY OF BROWARD    ) ss.

BEFORE ME, the undersigned Notary public, duly authorized in the State of Florida and County named above to take acknowledgments, personally appeared, MARC DANIEL LACERTE to be known as the person described in, as subscriber, and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

Sharon L. Dewsey  
Notary Public, State of Florida  
SHARON L. DEWSEY  
PRINTED NAME

My Commission Expires:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 26 AM 8:57

CERTIFICATE OF RESIDENT AGENT

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

FIRST: **LACERTE & SON, INC.**

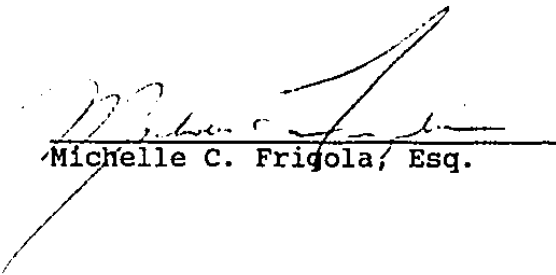
desiring to organize under the Laws of the State of Florida,  
with its principal place of business as indicated in the Articles  
of Incorporation, in the County of Broward, State of Florida has  
named:

Michelle C. Frigola, Esq.  
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, Esq.