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3/26/96

FLORIDA DIVISION OF CORPORATIONS

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FROM EMIR CORPORATION

DEPARTMENT OF STATE

1992 W. LAGLER ST.

STATE OF FLORIDA

SUITE 200

405 EAST LINDSAY AVE

MIAMI FL 33135-

311

TALLAHASSEE FL 32303

CONTACT: RAY STORRONT

FAX: (904) 437-4600

PHONE: (305) 641-3694

FAX: (305) 641-3770

((H96000004372))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MARUCCI ENTERPRISES, INC.

FAX AUDIT NUMBER: H96000004372

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((H96000004372))

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96 MAR 27 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/27

10-3-17 2011-03-27

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96 MAR 27 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARUCCI ENTERPRISES, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: MARUCCI ENTERPRISES, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 633 SE 3 AVENUE, SUITE 302, FORT LAUDERDALE, FL 33301.

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any

H96000004372

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 8607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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

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To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of \$ 0.10.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: ROCCO MARUCCI
633 SE 3 AVENUE, SUITE 302, FORT LAUDERDALE, FL 33301

ARTICLE VII

The initial board of Directors shall consist of a total of 3 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

| | |
|--------------------|----------------------------|
| ROCCO MARUCCI | 633 SE 3 AVENUE, SUITE 302 |
| PRESIDENT/DIRECTOR | FORT LAUDERDALE, FL 33301 |

#96000004372

TINA MARUCCI
DIRECTOR

633 SE 3 AVENUE, SUITE 302
FORT LAUDERDALE, FL 33301

ANTHONY CERQUOZZI
DIRECTOR

633 SE 3 AVENUE, SUITE 302
FORT LAUDERDALE, FL 33301

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is: EMPIRE CORPORATE KIT OF AMERICA, INC. 1492 WEST FLAGLER STREET, SUITE 200, MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 26 day of MARCH 19 96.

Ray Stormont
INCORPORATOR
RAY STORMONT FOR EMPIRE
CORPORATE KIT OF AMERICA,
INC.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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 office/registered agent, in the state of Florida.

First that MARUCCI ENTERPRISES, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of incorporation has named ROCCO MARUCCI
(Name of Registered Agent)
located at 633 SE 3 AVENUE, SUITE 302
city of FORT LAUDERDALE County of BROWARD

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

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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 MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Registered Agent
ROCCO MARUCCI

96 MAR 27 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

P96000026919

Stanley M. Sacks

Trial Lawyers Building
833 Southeast 3rd Avenue, Suite 302
Post Office Box 14158
Fort Lauderdale, Florida 33301

April 4, 1996

Telephone:
(305) 784-7000

Fax:
(305) 784-4731

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

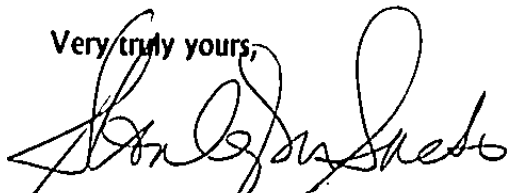
700001774037
-04/09/96--01101--017
*****35.00 *****35.00

Re: Articles of Amendment to the Articles of Incorporation of
MARUCCI ENTERPRISES, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation of the above company. Also enclosed is a check payable to the Secretary of State in the amount of \$35.00. After filing, please forward a copy of the Articles of Amendment to this office, in the enclosed self-addressed stamped envelope.

Very truly yours,


STANLEY M. SACKS

SMS/kaf

Enclosures

FILED
96 APR -8 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Amend

VS APR 11 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MARUCCI ENTERPRISES, INC.

FILED
96 APR -8 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation dated the 27th day of March, 1996 under Charter No.: P96000026919

Amend Article VII by changing the initial board of directors:

The Board of Directors shall consist of a total of (2) persons and the name and address of the persons who are to serve as Directors are:

ROCCO MARUCCI 633 SE Third Avenue, Suite 302
Fort Lauderdale, Florida 33301

ANTHONY CERQUOZZI 633 SE Third Avenue, Suite 302
Fort Lauderdale, Florida 33301

The date of each Amendment's Adoption is April 4, 1996.

The Amendments were approved by the shareholders. The number of votes cast for the Amendments were sufficient for approval.


Signed this 4th day of April, 1996.

MARUCCI ENTERPRISES, INC.

By 
ROCCO MARUCCI
Director/President

BEFORE ME, the undersigned authority, appeared ROCCO MARUCCI, who to me is well known to be the person described in and who subscribed the above articles of incorporation, and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

007, I have heretofore set my hand and seal at Fort Lauderdale
 this 4th day of April, 1996.



NOTARY PUBLIC
OFFICIAL NOTARY SEAL
KATHLEEN A FALLS
COMMISSION NUMBER
CG470283
MY COMMISSION EXP.
JUNE 8, 1999

4 KNOWS AFFIANT PERSONALLY AFFIANT PRODUCED I.D.

I.D. PRODUCED

P96000026919

Stanley M. Sacks

Trial Lawyers Building
833 Southeast 3rd Avenue, Suite 302
Post Office Box 14180
Fort Lauderdale, Florida 33301

June 21, 1996

Telephone:
(305) 784-7000

Fax:
(305) 784-4731

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

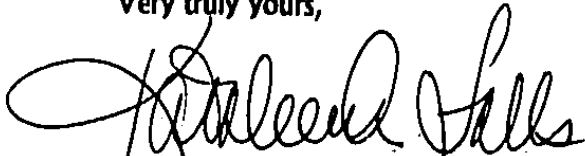
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*****35.00 *****35.00

Re: Articles of Amendment to the Articles of Incorporation of
MARUCCI ENTERPRISES, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation of the above company, along with copies of the Minutes of a Special Meeting of the Shareholders. Also enclosed is a check payable to the Secretary of State in the amount of \$35.00. After filing, please forward a copy of the Articles of Amendment to this office, in the enclosed self-addressed stamped envelope.

Very truly yours,



KATHLEEN A. FALLS, C.L.A.
for Stanley M. Sacks

/kaf

Enclosures

FILED
96 JUL 22 PM 2:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend

VS JUL 29 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MARUCCI ENTERPRISES, INC.

FILED
96 JUL 22 PM 2:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation dated the 27th day of March, 1996 under Charter No.: P96000026919 and Articles of Amendment to Articles of Incorporation of MARUCCI ENTERPRISES, INC. filed April 8, 1996 under Letter No. 996A00016667,

Amend Article VII by changing the Initial board of directors:

The Board of Directors shall consist of a total of (1) person and the name and address of the person who is to serve as Director is:

ROCCO MARUCCI 633 SE Third Avenue, Suite 302
Fort Lauderdale, Florida 33301

The date of each Amendment's Adoption is June 21, 1996.

The Amendments were approved by the shareholders. The number of votes cast for the Amendments were sufficient for approval.

Signed this 21st day of June, 1996.

MARUCCI ENTERPRISES, INC.

By


ROCCO MARUCCI
Director/President

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, appeared ROCCO MARUCCI, who to me is well known to be the person described in and who subscribed the above articles of Incorporation, and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Fort Lauderdale, in said County and State this 21st day of June, 1996.



Kathleen A. Falls
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

P KNOWS AFFIANT PERSONALLY ____ AFFIANT PRODUCED I.D.
I.D. PRODUCED _____