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March 21, 1996

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

99600001750681891  
-03725706--01085--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Joseph C. Ziruolo, Inc

Dear Sirs:

Please find enclosed my check for \$122.50 for the filing of the articles of the above corporation. Please send me a certified copy of the articles when they are filed. Thank you for your customary courtesy and cooperation.

Sincerely,



Andrew M. Scherman

AMS/dc  
Encls.

FILED  
MAR 25 AM 9:25  
TALLAHASSEE, FLORIDA

4-1-96  
JD

Articles of Incorporation

of

Joseph C. Ziruolo, Inc.

FILED  
AUG 25 11 59 25  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation

**Article 1: Name.** The name of the Corporation is Joseph C. Ziruolo, Inc.

**Article 2: Duration.** The duration of the Corporation is perpetual.

**Article 3: Purpose.** The general purposes for which the Corporation is organized are the following.

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**Article 4: Capital Stock.** The Aggregate number of Shares which the Corporation is authorized to issue is 100 (One Hundred) shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar per share. The initial Shareholder is Joseph C. Ziruolo, who holds 100 shares.

**Article 5: Principal Office, Initial Registered Office, and Agent.** The street address of the principal office of the Corporation is 3920 Brown Avenue, Sarasota, Florida, 34231, and the initial registered office of the corporation is 271 Sable Drive, N. Ft. Myers, Florida, 33917, and the name of the initial Registered Agent at that address is Joseph C. Ziruolo.

**Article 6: Initial Board of Directors.** The number of Directors constituting the initial board of Directors is One. The number of Directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than One. The name and address of the initial director of the Corporation are as follows: Joseph C. Ziruolo, 3920 Brown Avenue, Sarasota, Florida, 34231.

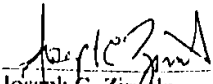
**Article 7: Incorporator.** The name and address of the incorporator is Joseph C. Ziruolo, 3920 Brown Avenue, Sarasota, Florida, 34231.

**Article 8: Amendment.** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation

**Article 9: Indemnification.** The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law

**Article 10: Bylaws.** The power to adopt, alter, amend, and repeal Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders

IN WITNESS THEREOF, the undersigned has signed these Articles of Incorporation on this 14th day of March, 1996

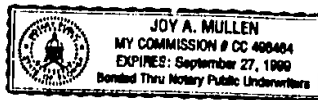
  
\_\_\_\_\_  
Joseph C. Zirulo

STATE OF FLORIDA  
COUNTY OF SARASOTA

Before me personally appeared Joseph C. Zirulo, who presented ID as follows: to me personally known, who did not take an oath, but did acknowledge that the foregoing Articles of Incorporation were executed for the purposes therein expressed.

Witness my hand and official seal this 14th day of March, 1996.

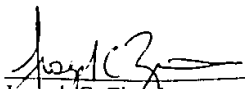
  
\_\_\_\_\_  
Notary Public



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of Joseph C. Zirulo, Inc., which is contained in the foregoing Articles of Incorporation.

Dated this 14th day of March, 1996.

  
\_\_\_\_\_  
Joseph C. Zirulo  
271 Sable Drive, N Ft. Myers, Florida, 33917

FILED  
MAR 25 AM 9:25  
NOTARY PUBLIC  
FLORIDA