

FRANK D. GAZZAROLI
22600 SOUTHWEST 172ND COURT
MIAMI, FLORIDA 33170

Florida Department of State
Division of Corporations
ATTN: Terri Buckley, Corporate Specialist
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

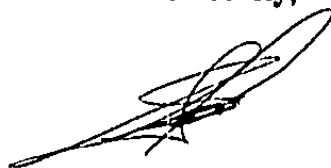
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Enclosed please find our Articles of Incorporation, Statement of Sole
Incorporator and the filing fee check for the amount of One Hundred
Twenty-two Dollars and Fifty Cents (\$122.50).

If we have made an error or if you have a question you may contact me
at the above number.

Your assistance is appreciated.

Sincerely,



FRANK D. GAZZAROLI
President

FILE:GAZLTR1.QW

FILED
96 APR 22 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/22/96
JD

**ARTICLES OF INCORPORATION
OF
F D G & ASSOCIATES, INC..**

FILED
96 MAR 22 AM 9:29
MIAMI, FLORIDA

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

F D G & ASSOCIATES, INC..

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
**22600 SOUTHWEST 172ND COURT
MIAMI, FLORIDA 33170**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is ONE (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws but shall never be less than one (1). The name and address of the initial Board of Directors is:

**FRANK D. GAZZAROLI
22600 SOUTHWEST 172ND COURT
MIAMI, FLORIDA 33170**

ARTICLE V INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

**FRANK D. GAZZAROLI
22600 SOUTHWEST 172ND COURT
MIAMI, FLORIDA 33170**

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
FRANK D. GAZZAROLI
22600 SOUTHWEST 172ND COURT
MIAMI, FLORIDA 33170

The undersigned has executed these Articles of Incorporation this date:
APRIL 11, 1996



FRANK D. GAZZAROLI, Incorporator


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.

1. The name of the corporation is: **F D G & ASSOCIATES, INC..**

2. The name and address of the registered agent and office is:
FRANK D. GAZZAROLI
22600 SOUTHWEST 172ND COURT
MIAMI, FLORIDA 33170

SIGNATURE:



TITLE: PRESIDENT

DATE: APRIL 11, 1996

Having been named Registered Agent 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.



Registered Agent

FRANK D. GAZZAROLI
22600 SOUTHWEST 172ND COURT
MIAMI, FLORIDA 33170

APRIL 11, 1996

Date

**STATEMENT OF SOLE INCORPORATOR
IN LIEU OF ORGANIZATION MEETING**

OF

F D G & ASSOCIATES, INC

The Certificate of Incorporation of this corporation having been filed in the office of the Secretary of State on April 11, 1996, the undersigned, being the sole incorporator named in said certificate, does hereby state the following actions were taken this day for the purposed of organizing this corporation:

1. The following persons were elected as the Directors of the corporation, to hold office until the first annual meeting of stockholders, or until their respective successors are elected and qualified:

**FRANK D. GAZZAROLI
22600 SOUTHWEST 172ND COURT
MIAMI, FLORIDA 33170**

2. The Board of Directors was authorized to approve and adopt the form of By-laws attached hereto and made a part hereof and, in its discretion, to issue the shares of the capital stock of this corporation to the full number authorized by the Certificate of Incorporation, in such amounts and for such consideration as from time to time shall be determined by the Board of Directors and as may be permitted by law.

DATED: APRIL 11, 1996

Sole Incorporator


FRANK D. GAZZAROLI

FILED
APR 11 1996
MIAMI
SECRETARY OF STATE