P96000035529

Michael J. McDonald 800 Ben Franklin Drive, Suite 304 Sarasota, Florida 34236

April 15, 1996

Secretary of State
Division of Comprations

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

Re: Cesario, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the filing fees, certified copy of Articles of Incorporation and fee for Registered Agent Designation for the above named corporation.

Sincerely,

Michael J. McDonald

Cesario, Inc.

APR 2 A 1996 BSB

MAILING ADDRESS OF CORPORATION:

CESARIO, INC.

c/o Michael J. McDonald

800 Ben Franklin Drive, Suite 304

Sarasota, Florida 34236

PHONE: (941) 388-5226

Encls.

ARTICLES OF INCORPORATION OF CESARIO, INC.

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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 1 - CORPORATE NAME

The name of the corporation is: CESARIO, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

Michael J. McDonald 800 Ben Franklin Drive, Suite 304 Sarasota, Florida 34236

The principal office, if known, or the mailing address of the corporation is:

Michael J. McDonald 800 Ben Franklin Drive, Suite 304 Sarasota Florida 34236

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less

than One (1). The names and addresses of the initial directors of the corporation are as follows:

Lynn M. Badessa-McDonald 800 Ben Franklin Drive, Suite 304 Sarasota, Florida 34236

Michael J. McDonald 800 Ben Franklin Drive, Suite 304 Sarasota, Florida 34236

ARTICI E VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Lynn M. Badessa-McDonald 800 Ben Franklin Drive, Suite 304 Sarasota, Florida 34236

Michael J. McDonald 800 Ben Franklin Drive, Suite 304 Sarasota, Florida 34236

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15th day of April, 1996.

Lynn M. Badesas-McDonald

Michael J. McDonald

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

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CERTIFICATE OF REGISTERED AGENT

OF.

CESARIO, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 800 Ben Franklin Drive, Suite 304, Sarasota, Florida 34236 has named Michael J. McDonald located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Michael J. McDonald, Registered Agent