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THE BAYVIEW JUDICIAL RESOURCE CENTER
ATTORNEYS AT LAW

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May 24th, 1996

MICHAEL J. BROOKS
MICHAEL A. FRANK
RUDY H. DELLA GUARDIA

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

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****122.50 ****122.50

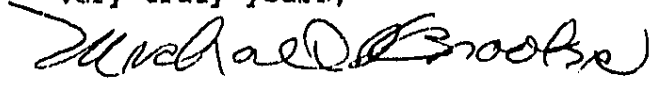
RE: CLAUDIO PALELLA, INC.

Dear Sir or Madam:

Enclosed herein please find original and one (1) copy of Articles of Incorporation together with a check in amount of \$122.50 regarding the above-captioned corporation. After the Articles of Incorporation have been filed, please return to the undersigned a Certified Copy of same.

Thank you for your anticipated cooperation in this matter.

Very truly yours,



MICHAEL J. BROOKS

MJB/jmb
Enc.

lncra/palella, inc

56 MAY 31 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GB 6/5/96

ARTICLES OF INCORPORATION

OF

CLAUDIO PALELLA, INC.

96 MAY 31 PM 2:15

RECEIVED

ARTICLE I-NAME

The name of the corporation is CLAUDIO PALELLA, INC.

ARTICLE II-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III-CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
100	\$5.00	Common

ARTICLE IV-PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V-INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 6485 S.W. 82nd Street, South Miami, Florida 33143, and the name of the initial Registered Agent is CLAUDIO PALELLA, whose address is 6485 S.W. 82nd Street, South Miami, Florida 33143.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name or name(s) and address(es) of the initial director(s) of this corporation is/are:

[illegible]

CLAUDIO PALELLA
6485 S.W. 82nd Street
South Miami, Florida 33143

ARTICLE VII-INCORPORATOR(S)

The name(s) and address(es) of the person(s) signing these Articles is/are:

[illegible]

CLAUDIO PAL'ELLA
6485 S.W. 82nd Street
South Miami, Florida 33143

ARTICLE VIII-BYLAWS

The power to adopt, alter, amend or repeal Bylaws, shall be vested in the Board of Directors and Shareholders.

ARTICLE IX-INDEMNIFICATION

The corporation shall indemnify and officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE X-AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any Amendments thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of May, 1996.

CLAUDIO PALELLA, Incorporator

SWORN TO AND SUBSCRIBED before me this 24th day of May, 1996.

JANET M BORDEN
NOTARY PUBLIC

PRINTED NAME

Did/did not take an oath.

Personally known/I.D. presented:

FL Doc # 9440-100-62-301-0

**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 Agent/Registered Office for service of process within this State.

Registered Agent: CLAUDIO PALELLA

Address: 6485 S.W. 82nd Street, County of Dade, State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Statutes relative to keeping open said office.

CLAUDIO PALELLA, Registered Agent