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96 JUL 11 1996  
 SECSTATE  
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**□ Certificate of State**

| AMENDMENTS |  |
|------------|--|
|            | Amendment                              |
|            | Resignation of R.A., Officer/ Director |
|            | Change of Registered Agent             |
|            | Dissolution/Withdrawal                 |
|            | Merger                                 |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
|                                | Foreign             |
|                                | Limited Partnership |
|                                | Reinstatement       |
|                                | Trademark           |
|                                | Other               |

FILED  
96 JUL -1 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/2/96  
ID

ARTICLES OF INCORPORATION  
OF  
BARATTA REALTY, INC. AND ASSOCIATES

FILED  
95 JUL -1 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of the corporation shall be:

BARATTA REALTY, INC. AND ASSOCIATES

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature, object and purpose is to do and transact all lawful business.

ARTICLE III

The capital stock of this Corporation shall be 1000 shares at \$1.00 par value, which shall be designated "Common Shares."

ARTICLE IV

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation and its mailing address shall be:

9070 Kimberly Boulevard  
Suite #24  
Boca Raton, Florida 33434

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street of the initial registered office of this Corporation is:

Patrick A. Baratta  
9070 Kimberly Boulevard  
Suite #24  
Boca Raton, Florida 33434

ARTICLE VIII

OFFICERS AND DIRECTORS

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

Patrick A. Baratta  
9070 Kimberly Boulevard  
Suite #24  
Boca Raton, Florida 33434

The corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as condition precedent to holding an office in the corporation.

ARTICLE IX

INCORPORATORS

The name and address of the person signing these Articles is:

Patrick A. Baratta  
9070 Kimberly Boulevard  
Suite #24  
Boca Raton, Florida 33434

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.

ARTICLE XI

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 may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporators to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 27th day of June 1996.

In the presence of:

Pat Baratta

Shirley Baratta

Patrick A. Baratta  
Patrick A. Baratta

I hereby acknowledge that I am familiar with the responsibilities, duties and obligations of a Registered Agent and accept the designation as Registered Agent for said corporation.

Patrick A. Baratta  
Patrick A. Baratta  
96 JUN 1 PM 2:36  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE