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Robert F. DiMarco, CPA
3440 East Lake Road, Suite 104
Palm Harbor, FL 34685

July 24, 1996

Secretary of State
Division of Corporations
Bureau of Corporate Records
PO Box 6327
Tallahassee, Fl. 32314

RE: Cliff & Co., Inc.
32269 U.S. 19 N.
Palm Harbor, FL 34684

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

PROFIT CORPORATION

Filing Fees	\$70.00

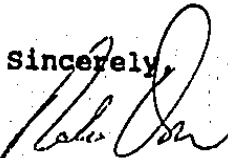
	\$70.00

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Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,


Robert F. DiMarco
Certified Public Accountant

AUG 1 1996

PSB

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Cliff & Co., Inc.
32269 U.S. 19 N.
Palm Harbor, FL 34684

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE ONE

The name and address of this corporation shall be:

Cliff & Co., Inc.
32269 U.S. 19 N.
Palm Harbor, FL 34684

ARTICLE TWO

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE THREE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal

property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of government policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans, and other incentive plans for any or all its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purpose;

To identify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statute 8607.014;

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00. Unless otherwise stated in these articles, or in an amendment to these articles there shall be only one (1) class of stock of this corporation.

ARTICLE FIVE

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Robert F. DiMarco, CPA
3440 East Lake Road, #104
Palm Harbor, FL 34685

ARTICLE SIX

The initial Board of Directors shall consist of a total of 1 person(s), and the name and address of the person(s) to serve as initial director(s) are:

Clifford J. Pizzi - 2588 Hunt Road.
Tarpon Springs, FL 34689

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

Robert F. DiMarco, C.P.A.
3440 East Lake Road, #104
Palm Harbor, FL 34685

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 24th day of July, 1996.



Robert F. DiMarco

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501 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: Cliff & Co. Inc.
2. The name and address of the registered agent and office is:

Robert F. DiMarco, C.P.A.
(NAME)

3440 East Lake Road, #104
(P.O. BOX NOT ACCEPTABLE)

Palm Harbor, FL 34685
(CITY, STATE, ZIPCODE)

having been named as registered agent and 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.


(SIGNATURE)

7/24/96
(DATE)