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RECEIVED

DIVISION OF CORPORATION

PRIME LEGAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 094730 158375A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : September 23, 1996

ORDER TIME : 10:52 AM

ORDER NO. : 094730

CUSTOMER NO: 158375A

7000001953747

CUSTOMER: J. Ben Harrill, Esq
FIGURSKI & HARRILL

The Holiday Tower, Suite 350
2435 U.S. Highway 19 North
Holiday, FL 34691

DOMESTIC FILING

NAME: SARELLA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 23 PM 3:25

9/23/96

ARTICLES OF INCORPORATION
OF
SARELLA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 23 PM 3:25

The undersigned subscriber, is organizing a corporation for profit pursuant to the Statutes of the State of Florida providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be Sarella, Inc., and the principal place of business of said corporation shall be at 8210 Bull Run Drive, New Port Richey, Florida 34653.

ARTICLE II

The registered office of said corporation shall be in Pasco County, Florida, which address shall be 2435 U.S. Highway 19 N., Suite 350, Holiday, Florida 34691, and James Benjamin Harrill is hereby designated as the Registered Agent for service of process for said corporation at said address.

ARTICLE III

The purpose of the corporation is to engage in any activities or business permitted under the laws of the State of Florida or the United States.

ARTICLE IV

The corporation shall be authorized to issue Five Thousand and no/100 Dollars (\$5,000.00) in stock as follows:

Common Stock	\$1.00 par value \$1.00 per share A Total of 5,000 shares
Preferred Stock	No Preferred Stock

ARTICLE V

The corporation shall begin business with a paid in capital of Five Hundred and no/100 Dollars (\$500.00), which may be in cash or the equivalent value in property.

ARTICLE VI

The corporation shall have a perpetual existence unless dissolved according to law.

ARTICLE VII

The number of directors of this corporation initially shall be One (1); however, this number may be changed from time to time by lawful amendment of the By-Laws provided each number shall not be more than nine (9) and less than one (1).

ARTICLE VIII

The names and addresses of the organizers and the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Annette Passarella	8210 Bull Run Drive New Port Richey, FL 34653	President

ARTICLE IX

The number of shares of common stock subscribed to be the said corporation are as follows:

<u>NAME</u>	<u>SHARES</u>
Annette Passarella	5,000

ARTICLE X

The corporation shall have a lien on all shares of stock in an amount equal to any debts that a stockholder may owe the corporation.

No transfer of stock shall be valid or binding until the transfer has been duly recorded and entered upon the corporate books.

The power to amend the Certificate of Incorporation shall be vested in the Board of Directors, but such amendment shall not become effectual until and unless approved by a majority of the stockholders.

IN WITNESS WHEREOF, the undersigned organizer and incorporator has hereunto set her hand and seal this 14th day of SEPTEMBER, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and hereby makes and files this Certificate of Incorporation in the Office of the Secretary of State of Florida and certifies that the facts therein are true.

WITNESSES:

Anna Mathis
Signature
Anna Mathis
Printed Name
Scott Gattuso
Signature
SCOTT GATTUSO
Printed Name

Scott Gattuso

STATE OF FLORIDA)
COUNTY OF PASCO)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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BEFORE ME, the undersigned authority, personally appeared
ANNETTE PASSARELLA, to me well know, who in my presence, have
hereunto subscribed their names and signatures to the foregoing
Articles of Incorporation of Sarella, Inc.

WITNESS my hand and official seal this 14 day of
September, 1996.

Lydia M. Gartner
Notary Public
My Commission Expires



Having been named to accept service of process for the above-
stated corporation at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

Dated: September 18, 1996.

James Benjamin Harrell
Registered Agent