1201 HAYS STREET 800-342-8086 TALLAHASSEE, FL 32301-2607 networks PRESTICE HALE.
LEGALATINA CIAL SERVICES ACCOUNT NO. : 072100000032 REFERENCE : AUTHORIZATION : COST LIMIT : \$ 122.50 ORDER DATE: October 10, 1996 ORDER TIME: 9:53 AM ORDER NO. : 115756 CUSTOMER NO: 10072A 800001970528 CUSTOMER: Arthur Lambertus, Esq LAMBERTUS & LAMBERTUS Suite 604 2929 East Commercial Boulevard Fort Lauderdale, FL 33308 DOMESTIC FILING NAME: MARINACCI MANAGEMANT 2, INC. EFFECTIVE DATE: ARTICLES OF INCORPORATION _ CERTIFICATE OF LIMITED PARTNERSHIP

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: Daniel W Leggett

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OF

MARINACCI MANAGEMENT 2, INC.



THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be MARINACCI MANAGEMENT 2, INC.. The principal office of the corporation is 11149 N.W. 39th Street, Apt. 306, Sunrise, Florida 33351, and the malling address of the corporation is 11149 N.W. 39th Street, Apt. 306, Sunrise, Florida 33351.

ARTICLE II DURATION

The term of existence is perpetual.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 600 shares and each share shall be the par value of \$1.00. The stock of this corporation shall be common stock and shall be fully paid and non-assessable. The transfer or other disposal of stock of this corporation shall not be legal, valid or binding unless a record of such transfer or disposal is recorded in the books of the corporation.

ARTICLE IV REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 11149 N.W. 39th Street, Apt. 306, Sunrise, Florida 33351 and the name of the initial registered agent at that address is BRET RICHARDS.

ARTICLE V BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors which shall consist of **two (2)** member or members; but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-Laws of the corporation. The members of the Board of Directors need not be stockholders of the corporation.

The name and mailing address of each initial member of the first Board of Directors who shall hold office until the first annual meeting or until such member's successor is elected and qualified, are set forth below:

NAME	ADDRESS
BRET RICHARDS	11149 N.W. 39th Street, Apt. 306 Sunrise, Florida 33351
RICHARD MARINACCI	11149 N.W. 39th Street, Apt. 306 Sunrise, Florida 33351

ARTICLE VI INCORPORATOR

The name and mailing address of the incorporator of the corporation is:

NAME	<u>ADDRESS</u>
BRET RICHARDS	11149 N.W. 39th Street, Apt. 308 Sunrise, Florida 33351

ARTICLE VII INDEMNIFICATION

This corporation shall indemnify any director, officer, employee or agent of the corporation to the fullest extent permitted by Florida law.

ARTICLE VIII AFFILIATED TRANSACTIONS

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX CONTROL SHARE ACQUISITIONS

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this ______ day of October, 1996.

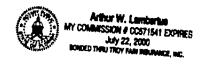
BRET RICHARDS

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **BRET RICHARDS**, who is personally known to me, and who executed the foregoing **Articles of incorporation** and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed, and who did take an oath.

WITNESS my hand and Official seal in Broward County, State of Florida this day of October, 1996.

Notary Public, State of Florida My Commission Expires:



REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That MARINACCI MANAGEMENT 2, INC., desiring to organize or qualify under the laws of the State of Fiorida, with its principal place of business at 11149 N.W. 39th Street, Apt. 306, Sunrise, Florida 33351 has named BRET RICHARDS located at 11149 N.W. 39th Street, Apt. 306, Sunrise, Florida 33351, as its agent to accept service of process within Florida.

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.

INCORPORATOR:

POET DICHADOS

DATE: 10/7/96

REGISTERED AGENT:

BRET RICHARDS

DATE: 10/7/96

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SECRETARY OF STATI

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