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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 160468 7119038

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 19, 1996

ORDER TIME : 1:52 PM

ORDER NO. : 160468-005

CUSTOMER NO: 7119038

CUSTOMER: Mr. Carl James Bruno, Jr.
CARL JAMES BRUNO, JR.

2351 Southwest 52nd Street

Fort Lauderdale, FL 33312

600002009066--2
11/19/96-01184-003
*****70.00 *****70.00

DOMESTIC FILING

NAME: CARL BRUNO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
95 NOV 19 PM 1:14
RECEIVED
96 NOV 19 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

KR
11-20-96

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

FILED
96 NOV 19 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be Carl Bruno, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 2351 S. W. 52nd Street, Fort Lauderdale, Florida 33312.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 (One thousand) shares of common stock. No preferred stock shall be issued.

ARTICLE IV

The name and address of the initial registered agent is:

Katherine Anne Bruno, 2351 S. W. 52nd Street, Fort Lauderdale, Florida 33312.

ARTICLE V

The names and addresses of the incorporators to these Articles of Incorporation are:

Carl James Bruno, Jr., 2351 S. W. 52nd Street, Fort Lauderdale, Florida
Katherine Anne Bruno, 2351 S. W. 52nd Street, Fort Lauderdale, Florida

ARTICLE VI

The purpose for which this corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Florida Business Corporation Act.

Carl Bruno, Inc. elects to be treated as an "S" Corporation for federal tax purposes and also for Florida State tax purposes should Florida recognize such a status.

ARTICLE VII

The first Board of Directors shall consist of 2 (two) Directors as follows:

Carl James Bruno, Jr., 2351 S. W. 52nd Street, Fort Lauderdale, Florida 33312

Katherine Anne Bruno, 2351 S. W. 52nd Street, Fort Lauderdale, Florida 33312

ARTICLE VIII

The duration of the corporation is forever or until terminated.

ARTICLE IX

The corporation shall indemnify every corporate agent as defined and to the full extent permitted by law. A director or officer of the corporation shall not be held personally liable to the Corporation or its shareholders for breach of duty owed to the Corporation or its shareholders except for breach of loyalty, bad faith actions or knowingly illegal behavior. Any amendment to the Certificate of Incorporation, or change in law which authorized this paragraph, shall not adversely affect any then existing right or protection of a Director or Officer of the Corporation.

The undersigned incorporators have executed these Articles of Incorporation this 14 day of December, 1996.

Carl J. Bruno, Jr.
Carl James Bruno, Jr.

Katherine Anne Bruno
Katherine Anne Bruno

**CERTIFICATE OF DESIGNATION OF
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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CARL BRUNO, INC.

2. The name and address of the registered agent and office is:

Katherine Anne Bruno

(NAME)

2351 S. W. 52nd Street

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Fort Lauderdale, Florida 33012

(CITY/STATE/ZIP)

FILED
96 NOV 19 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Katherine Anne Bruno
(SIGNATURE)
Katherine Anne Bruno

September 35, 1996

(DATE)