

P96000098555

LAW OFFICES

MAGUIRE & DVORES, P.A.

1250 SOLA MARK CENTRE
200 EAST ROBINSON STREET

ORLANDO, FLORIDA 32801

TELEPHONE
(407) 841-0443

FACSIMILE
(407) 841-9550

RAYMER F. MAGUIRE, III*
MARILYN D. DVORES**
HARRIS N. DVORES***
JOE W. FIXEL, OF COUNSEL*

*EMINENT DOMAIN
**CONSTRUCTION LITIGATION
**MORTGAGE FORECLOSURES
***COMMERCIAL LITIGATION
***CORPORATE TRANSACTIONS

OUR FILE NO. 1675-2

June 26, 1996

Secretary of State
Corporations Division
P. O. Box 6327
Tallahassee, FL 32314

000001879730
-06/28/96--01096-017
****122.50 ****122.50

MARTUCCI HOLDINGS, Inc.

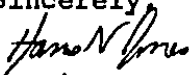
Re: Articles of Incorporation of ~~GM Holdings, Inc.~~

Dear Sir:

Enclosed herewith please find the duplicate original Articles of Incorporation for the above-captioned corporation, together with our cost check in the amount of \$122.50 as the filing fee required for the Articles as follows:

Filing Fee	\$35.00
Certified copy of Articles	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50

Please forward to us the certified copy of the Articles of Incorporation. Thank you for your courtesy and cooperation in this matter.

Sincerely,

Harris N. Dvores

HND:pab

Enclosures: 1. Articles of Incorporation
2. Check for \$122.50

1660\1675288.LTR

FILED
96 DEC -5 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-13958
6.28 KR
12-6-96

LAW OFFICES
MAQUIRE & DVORES, P. A.
1250 EOLA PARK CENTRE
800 EAST ROBINSON STREET
ORLANDO, FLORIDA 32801

RAYMER F. MAQUIRE, III*
MARILYN D. DVORES**
HARRIS N. DVORES***
JOE W. FIXEL, OF COUNSEL*

TELEPHONE
(407) 841-0443

FACSIMILE
(407) 841-9880

*EMINENT DOMAIN
**CONSTRUCTION LITIGATION
**MORTGAGE FORECLOSURES
***COMMERCIAL LITIGATION
***CORPORATE TRANSACTIONS

OUR FILE NO. 1675-2

November 18, 1996

Secretary of State
Corporations Division
P. O. Box 6327
Tallahassee, FL 32314

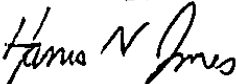
Re: Articles of Incorporation of Martucci Holdings, Inc.

Dear Sir:

Enclosed herewith please find the duplicate original Articles of Incorporation for the above-captioned corporation. You have previously received our check, Number 006675, in the amount of \$122.50 dated June 25, 1996, which paid the filing fee under the unavailable name of CM HOLDINGS, INC., as shown on the attached letter.

Please forward to us the certified copy of the Articles of Incorporation. Thank you for your courtesy and cooperation in this matter.

Sincerely,


Harris N. Dvores

HND:plu
Enclosures: Articles of Incorporation

1660\16752808.LTR



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 2, 1996

HARRIS N DVORES
1250 EOLA PARK CENTRE
200 EAST ROBINSON STREET
ORLANDO, FL 32801

SUBJECT: CM HOLDINGS, INC.
Ref. Number: W96000013958

We have received your document for CM HOLDINGS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Kimberly Rolfe
Document Specialist

Letter Number: 396A00032604

ARTICLES OF INCORPORATION
OF
MARTUCCI HOLDINGS, INC.

FILED
96 DEC -5 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of MARTUCCI HOLDINGS, Inc., under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Office

The name of the corporation shall be MARTUCCI HOLDINGS, Inc., and the corporate address shall be 1728 Timocuan Way, Longwood, FL 32750.

ARTICLE III

Duration

The duration of the corporation is perpetual.

ARTICLE III

General Purposes

The purpose of the corporation is to engage in any acts or activities for which a corporation may be organized under Chapter 607 of the Florida Statutes.

ARTICLE IV

Shares

The aggregate number of shares which the corporation shall have authority to issue is Two Thousand Five Hundred (2500) consisting of a single class of common stock, \$1.00 par value per share.

ARTICLE V

Initial Registered Office and Agent

The address of the initial Registered Office of the corporation is 1728 Timocuan Way, Longwood, FL 32750., and the initial Registered Agent at such address is Michael A. Martucci.

ARTICLE VI

Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the corporation is one (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and shall qualify are as follows:

Michael A. Martucci
4071 Teriwood Ave.
Orlando, FL 32812

Steven R. Martucci
9247 Kristy Dr.
Manassas Park, VA 22111

ARTICLE VII

Preemptive Rights Granted

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation.

ARTICLE VIII

Incorporator

The name and address of the sole incorporator of the corporation is: Harris N. Dvores, 200 E. Robinson St.; Suite 1250, Orlando, FL 32801.

IN WITNESS WHEREOF, these articles have been signed by the undersigned incorporator this 25th day of November, 1996.


Harris N. Dvores, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th
day of November, 1996 by Harris N. Dvoretz, who is personally known
to me and who executed the foregoing Articles of Incorporation.

OFFICIAL NOTARY SEAL
NANCY DILL BELT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC557400
MY COMMISSION EXP. MAY 23, 2000

Nancy Dill Belt
NOTARY PUBLIC, STATE OF FLORIDA
Nancy Dill Belt
Notary's Name Printed

**ACCEPTANCE OF APPOINTMENT BY
INITIAL RESIDENT AGENT**

THE UNDERSIGNED, an individual resident of the State of
Florida, having been named in Article V of the foregoing Articles
of Incorporation as initial Registered Agent at the office
designated therein, hereby accepts such appointment and agrees to
act in such capacity. The undersigned hereby states that he is
familiar with, and hereby accepts, the obligations set forth in
Section 607.0505, Florida Statutes, and the undersigned will
further comply with any other provisions of law made applicable to
him as Registered Agent of the corporation.

DATED, this _____ day of _____, 1996.

Michael A. Martucci
Registered Agent

1660\16752COR.ART

FILED
96 DEC -5 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA