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Transmittal Letter

December 4, 1996

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

Dear Sir:

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-12/05/96--01049--011

****122.50 ****122.50

Enclosed please find Articles of Incorporation and the Designation and
Acceptance of Registered Agent for filing, together with our check in the amount
of \$ 122.50 to cover the filing fee, certified copy charge, designation
of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I
would appreciate having certified and returned to the above address.

Sincerely,

Frank Arcleri
Frank Arcleri

Enclosures

DMC
12/6/96

196 DEC 6 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

P.S. Please Return certified copy of Articles
of Incorporation with Enclosed Airborne Express
Thank you.

(634)

ARTICLES OF INCORPORATION

of
ARCIERI AND ASSOCIATES INC
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ARCIERI AND ASSOCIATES INC

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND 1,000.00 shares (1,000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:
The principal office shall be the same as the registered office.

NAME	<u>FRANK ARCIERI</u>		
ADDRESS	<u>550 North Bayshore Blvd</u>		
CITY	<u>CLEARWATER</u>	FLORIDA	ZIP <u>34619</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 (TWO) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>FRANK ARCIERI</u>		
ADDRESS	<u>550 North Bayshore Blvd</u>		
CITY	<u>CLEARWATER</u>	STATE <u>FL</u>	ZIP <u>34619</u>
NAME	<u>JEANNIE ARCIERI</u>		
ADDRESS	<u>550 North Bayshore Blvd</u>		
CITY	<u>CLEARWATER</u>	STATE <u>FL</u>	ZIP <u>34619</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	<u>FRANK ARCIERI</u>		
ADDRESS	<u>550 North Bayshore Blvd.</u>		
CITY	<u>CLEARWATER</u>	STATE <u>FL</u>	ZIP <u>34619</u>
NAME	<u>JEANNIE ARCIERI</u>		
ADDRESS	<u>550 North Bayshore Blvd</u>		
CITY	<u>CLEARWATER</u>	STATE <u>FL</u>	ZIP <u>34619</u>
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 3rd day of DECEMBER, 1996.

Frank Arcieri (Seal)
Jeannie Arcieri (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF PINELLAS) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

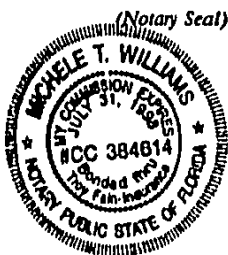
Frank Arcieri + Jeannie Arcieri

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 3rd day of Dec., 1996.

Michele T. Williams
 (Notary Public, State of Florida at Large)

My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

FILED

96 DEC -6 PM 3:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARCIERI AND ASSOCIATES INC

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 550 NORTH BAYSHORE BLVD

CLEARWATER, FL 34619

has named FRANK ARCIERI

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at
the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.

Frank Arcieri

(registered agent)