

Law Office
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P 96000100355

December 3, 1996

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300002026323--9
-12/11/96--01075--006
****122.50 ****122.50

Re: New Incorporation
Netto Enterprises, Inc.

Gentlemen:

Please find enclosed two original executed copies of the Articles of Incorporation for the above captioned new Florida corporation. The effective date is December ~~10~~ 9, 1996, the date of execution of these Articles by the incorporator. I have also enclosed my trust account check in the amount of \$122.50, representing all filing fees associated with this matter.

Please file these Articles, and return to my office one certified copy of these Articles with the original certificate of incorporation.

Thank you for your cooperation in this matter.

Sincerely,

Ian S. Friedlander

Ian S. Friedlander
enc.

*called Ian Friedlander,
added address in art. VII*

BN DEC 12 1996

EFFECTIVE DATE
12/9/96

ARTICLES OF INCORPORATION

OF

NETTO ENTERPRISES, INC.

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties, and obligations of the undersigned, as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

THE NAME of the corporation shall be Netto Enterprises, Inc.

ARTICLE II

THIS CORPORATION shall commence existence upon the execution of these Articles of Incorporation and shall have perpetual existence.

ARTICLE III

THE GENERAL NATURE of the business, and the objects and purposes proposed to be transacted and carried on by this corporation are to transact any and all lawful business as fully and to the same extent as may be done by natural persons.

ARTICLE IV

THE CORPORATION shall have the following powers:

1. to have perpetual succession by its corporate name;
2. to sue and be sued, complain and defend in its corporate name in all actions or proceedings at law or in equity;
3. to have a corporate seal, which may be altered at the pleasure of the corporation, and to use such seal by causing it, or a facsimile thereof, to be impressed upon, affixed to, or in any other manner reproduced on corporate documents and other agreements;
4. to purchase, take, receive, lease, or otherwise

acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever such may be situated;

5. to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property or assets;

6. to lend money to, and use its credit to assist, its officers and employees in accordance with Florida statutes.

7. to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, district, or municipality, or any instrumentality thereof;

8. to make contracts and guarantees, to incur liabilities, to borrow money, to issue its bonds or notes or other obligations, and to secure any of its obligations by mortgage or pledge all or any part of its property, assets, franchises, or income;

9. to lend money for corporate purposes, invest and reinvest its funds, and to take and hold real or personal property as security for the payment of funds so loaned or invested;

10. to conduct its business, carry on its operations, and have offices, and exercise the powers granted by this act, both within and without this state;

11. to elect or appoint officers and agents of the corporation, and to define their duties and fix their compensation;

12. to make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida;

13. to make donations for the public welfare, or for charitable, scientific, or educational purposes;

14. to transact any lawful business which the board of directors shall find will be advantageous to the corporation;

15. to pay pensions and establish plans, profit sharing

plans, stock bonus plans, stock option plans, and any other incentive plans for any or all of its officers, directors, or employees of the corporation or of its subsidiaries;

16. to be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other business entity or enterprise;

17. to have and exercise all powers necessary or convenient to effect its purposes;

18. to indemnify any person who, by reason of the fact that he is or was an officer, director, or employee of the corporation, to the full extent as permitted by Florida statute.

ARTICLE V

THE AGGREGATE number of shares which this corporation shall have the authority to issue is the total sum of one thousand (1,000) shares, each having an individual par value of One Dollar (\$1.00).

Unless stated otherwise herein, or changed by amendment hereto, there shall be only one class of stock issued by the corporation.

ARTICLE VI

THE NAME and street address of the initial registered agent of the corporation shall be:

Keri A. Calabrese
3456 Coral Springs Drive
Coral Springs, FL 33065

ARTICLE VII

THE INITIAL OFFICERS and Board of Directors shall consist of:

P/S/D
VP/T/D

Keri A. Calabrese
Kelly L. Calabrese

3456 Coral Springs Dr.
Coral Springs, FL 33065

ARTICLE VIII

THE ADDRESS of the principal place of business of the corporation shall be:

3456 Coral Springs Drive
Coral Springs, FL 33065

ARTICLE IX

THE NAME AND ADDRESS of the incorporator executing these Articles of Incorporation is:

Keri A. Calabrese
3456 Coral Springs Drive
Coral Springs, FL 33065

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 9th day of December, 1996.

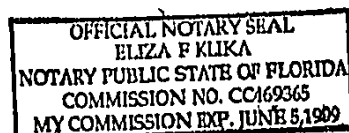
Keri Calabrese
Keri A. Calabrese, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, appeared Keri A. Calabrese, personally known to me or who did produce her Florida drivers license as identification, and she acknowledged before me she executed the aforementioned Articles of Incorporation, and she did take an oath.

IN WITNESS WHEREOF I have hereunto set my hand and impressed my official seal in the State and County aforesaid this 9th day of December, 1996.

Eliza F. Klika
Notary Public



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

In pursuance of Section 48.091 and Section 607.034(3) Florida
Statutes, the following is submitted in compliance with said
sections:

NETTO ENTERPRISES, INC.

desiring to organize under the laws of the State of Florida, with
its principal office as indicated in the Certificate of
Incorporation, at the City of Coral Springs, County of Broward,
and State of Florida, has named Keri A. Calabrese, located at 3456
Coral Springs Drive, Coral Springs, FL 33065 as its agent to
accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service
of process for the above-named 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 state that I am
familiar with and accept the obligations of my position as
registered agent for said corporation.


Keri A. Calabrese,
Registered Agent