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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PEZZ & CAROL ENTERPRISES, INC.
AUDIT NUMBER.....H96000017449
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
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Handwritten signature and date: 12/12/96

ARTICLES OF INCORPORATION

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OF

PEZZ & CAROL ENTERPRISES, INC.

ARTICLE I - NAME

The name of the corporation is: PEZZ & CAROL ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall be perpetual commencing the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- a. Any and all lawful business.
- b. Pursue its purposes and business in any and all locations foreign and domestic.
- c. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- d. Buy and sell real and personal property of any nature whatsoever.
- e. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- f. Import and export wares, goods and merchandise of any nature whatsoever.
- g. Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- h. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.

This document prepared by/
Record and Return to:
L. GREGORY LOOMAR, ESQUIRE
1152 North University Drive
Pembroke Pines, Florida 33024
Telephone: (954) 433-2345
Florida Bar No: 932698

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i. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.

j. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

k. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

l. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporations.

m. Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock at ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business for PEZZ & CAROL ENTERPRISES, INC. is: 1900 South Ocean Boulevard, No. 6E, Pompano Beach, Florida 33062.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

John S. Pezzicara
1900 South Ocean Boulevard
No. 6E
Pompano Beach, Florida 33062
Telephone (954) 946-6474

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1). The name(s) and address(es) of the director(s) of this corporation are:

NAME

ADDRESS

John S. Pezzicara

1900 South Ocean Boulevard
No. 6E
Pompano Beach, Florida 33062

ARTICLE VIII - INCORPORATOR

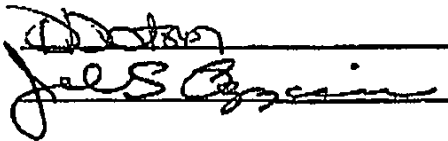
The name and address of the person signing these articles is:

L. Gregory Loomar, Esquire
1152 North University Drive
Pembroke Pines, Florida 33024

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of DECEMBER, 1996.

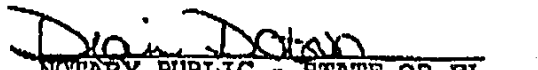



L. GREGORY LOOMAR, ESQUIRE

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 12 day of December, 1996, by L. GREGORY LOOMAR, who is personally known to me and who did take an oath.




NOTARY PUBLIC - STATE OF FL
My Commission Expires: 9/7/97
My Commission Number: 0030807

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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 with Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST; That PEZZ & CAROL ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Davie, Broward County, State of Florida, has named JOHN S. PEZZICARA, 1900 South Ocean Boulevard, No. 6E, Pompano Beach, Florida 33062 as its registered agent to accept service of process within the State.

ACKNOWLEDGMENT

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 said Act relative to keeping open said office.

John S. Pezzicara
JOHN S. PEZZICARA
REGISTERED AGENT

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SECRETARY OF STATE
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