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Charter Number Only

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Requestor's Name MR

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VALIDATION ONLY

FILED  
 96 DEC 13 PM 3:55  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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 \*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Vaccaro Consulting, Inc.

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Empire Toll Free: 1-800-432-3028

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| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
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Name
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W96-25161

AL DEC 13 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 2, 1996

EMPIRE

TALLAHASSEE, FL

SUBJECT: VACCARO CONSULTING, INC.  
Ref. Number: W96000025161

We have received your document for VACCARO CONSULTING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

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) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 996A00053978

RECEIVED  
6 DEC 11 AM 10:48  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 11, 1996

EMPIRE

TALLAHASSEE, FL

SUBJECT: VACCARO CONSULTING, INC.  
Ref. Number: W96000025161

We have received your document for VACCARO CONSULTING, INC.. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

You must list at least one incorporator with a complete business street address.

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If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 296A00055377

RECEIVED  
96 DEC 13 PM 1:02  
DIVISION OF CORPORATIONS

Articles of Incorporation  
of  
Vaccaro Consulting, Inc.

**FILED**  
96 DEC 13 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to and acknowledge and file the following Articles of incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**Article I**

The name and initial address of this corporation shall be:

Vaccaro Consulting, Inc.  
260 West Mashta Drive  
Key Biscayne, Florida 33149

**Article II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**Article III**

The capital stock authorized, the par Value thereof, and the characteristics of such stocks shall be as follows:

Number of shares <u>Authorized</u>	Par Value <u>Per share</u>	Class of <u>Stock</u>
100.00	\$1.00	Common

The consideration for all the said stock shall be payable in cash, Property, real or personal, labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his/her pro rata share thereof at the price at which it is offered to others, whether or not in excess par. Fractional shares need not be issued on account of this provision.

**Article IV**

This corporation shall commence its existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**Article V**

The initial registered office of this corporation shall be at 260 W. Mashta Dr. Key Biscayne, Florida 33149, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Louis Vaccaro.

**Article VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by majority vote thereafter, determine that the corporation be managed by the stockholders.  
LOUIS VACCARO, 260 WEST MASHTA DR., KEY BISCAYNE, FL 33149

**Article VII**

The names and addresses of the first Directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Name	Address
Louis Vaccaro	260 West Mashta Drive Key Biscayne, Florida 33149
Francesca Vaccaro	260 West Mashta Drive Key Biscayne, Florida 33149

**Article VIII**

The name and address of the incorporator is: Louis Vaccaro at 260 West Mashta Drive, Key Biscayne, Florida 33149.

**Article IX**

No other contract or transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of

Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of said other corporation, or not so interested.


#### Article X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

#### Article XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that facts herein stated are true, and hereunto set my hand and seal this 24th day of November, 1996.

  
\_\_\_\_\_  
Louis Vaccara  
Incorporator

**FILED**  
96 DEC 13 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS AM BE SERVED.**

In compliance with the laws of the State of Florida, the following is submitted:  
Vaccaro Consulting, Inc.

First, desiring to organize under the laws of the State of Florida has Named Mr. Louis Vaccaro, of 260 West Mashta Drive, City of Key Biscayne, County of Dade, State of Florida as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Respectfully signed and submitted this 24 th day of November, 1996

  
\_\_\_\_\_  
Louis Vaccaro  
Registered Agent