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Charter Number Only

11-27-96

Requester's Name MR

Address

City State ZIP Phone

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.

Empire Toll Free: 1-800-437-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out
- Pick Up

DIVISION OF CORPORATION

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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.

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: 296A00055377

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96DEC 13 PM 1:02

Articles of Incorporation
of
Vaccaro Consulting, Inc.

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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 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	Par Value	Class of
<u>Authorized</u>	<u>Per share</u>	<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 Vaccaro
Incorporator

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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