

P 96000103525

CERTIFIED PUBLIC ACCOUNTANT
LAWRENCE GROSSFELD
PROFESSIONAL ASSOCIATION

SUITE 402
3511 WEST COMMERCIAL BOULEVARD
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December 4, 1996

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

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-12/09/96--01042--010
*****122.50 *****122.50

RE: Articles of Incorporation

~~Conte Corp.~~

CONTE SALES INC

Gentlemen:

I am enclosing two copies of the Articles of Incorporation for Conte Corp. and a check in the amount of \$122.50 to cover the various filing fees.

Please send a certified copy of the articles of incorporation to this address:

Lawrence Grossfeld, P.A.
3511 W. Commercial Blvd.
Suite 402
Ft. Lauderdale, FL 33309

If there are any questions, please call me at 954-484-1100.

Very truly yours,

Lawrence Grossfeld
Lawrence Grossfeld

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

PK 12/26/96 26102
12/26/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 12, 1996

LAWRENCE GROSSFELD, P.A.
3511 W COMMERCIAL BLVD, SUITE 402
FT LAUDERDALE, FL 33309

SUBJECT: CONTE CORP.
Ref. Number: W96000026102

Conte Sales Inc
We have received your document for ~~CONTE CORP.~~ and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 796A00055572

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CONTE SALES INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Conte Sales Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1245 N.E. 17th Way
Fort Lauderdale, FL 33304

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS DIRECTORS

The name(s) and address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

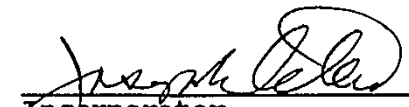
Joseph Conte
1245 N.E. 17th Way
Ft. Lauderdale, FL 33304

ARTICLE VII - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are):

Joseph Conte
1245 N.E. 17th Way
Ft. Lauderdale, FL 33304

The undersigned incorporator has executed these Articles of Incorporation this 6 day of DECEMBER, 1996.



Incorporator

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF

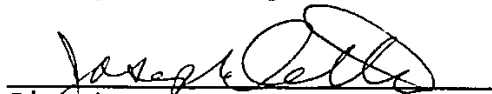
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Conte Sales Inc.
2. The name and address of the registered agent and office is:

Jospeh Conte
1245 N.E. 17th Way
Ft. Lauderdale, FL 33304

Having been named as registered agent and to accept service of process for the above stated 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 I am familiar with and accept the obligations of my position as registered agent.


Signature

12/6/96
Date