

**P970000/0078**

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

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-01/28/97--01072--007  
\*\*\*122.50 \*\*\*122.50

SUBJECT: DIROCCO ENTERPRISES INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF  
INCORPORATION AND A CHECK FOR:

\$ 70.00

\$ 78.75

\$ 122.50

\$ 131.25

FROM: DANIEL J. DIROCCO  
3753 GLEN OAKS MANOR DR.  
SARASOTA, FLORIDA 34232  
(941) 365 - 1170 DAYTIME TELEPHONE

FILED  
97 JAN 27 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOTE : PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

*Rec. 27*  
*1/31*

**ARTICLES OF INCORPORATION  
OF  
DIROCCO ENTERPRISES INC.**

**THESE ARTICLES OF INCORPORATION:** Are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under **The Florida Business Corporation Act.**

**ARTICLE I  
NAME AND LOCATION OF AGENT AND OFFICES**

**Section 1.1 Name.** The name of the corporation shall be: **DIROCCO ENTERPRISES INC.**

**Section 1.2 Principal Office and Mailing Address:** The corporation's principal office, if known, shall be: **3753 Glen Oaks Manor Dr. Sarasota, FL 34232** and the mailing address of the corporation shall be: **3753 Glen Oaks Manor Dr. Sarasota, FL 34232** The corporation may change the foregoing addresses, transact business at other places within or without **The State of Florida** and establish branch offices within or without **The State of Florida**, all as **The Board of Directors** may from time to time determine.

**Section 1.3 Initial Registered Agent and Office:** Statement of Acceptance. **The Initial Registered Agent** for the corporation to accept service of process within **The State of Florida** shall be: **DANIEL J. DIROCCO** and **The Initial Registered Office** street address of **The Registered Agent** shall be: **3753 Glen Oaks Manor Dr. Sarasota, FL 34232**. **The Initial Registered Agent** hereby states that, **The Registered Agent** is familiar with, and accepts, the obligations of this position.

**ARTICLE II  
COMMENCEMENT AND DURATION**

**Section 2.1 Commencement of Corporate Existence.** The corporation's existence shall commence at **12:01 A.M.** on the date of  
filing hereof by **The Department of State.**

**Section 2.2 Duration.** The corporation shall have perpetual existence, or until dissolved according to law.

**ARTICLE III  
PURPOSE AND POWERS**

**Section 3.1 Purpose.** The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of **The State of Florida**, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental there to or connected therewith that are not prohibited by law, and to carryout said purpose in any state, territory, district or possession of **The United States of America**, or in any foreign country, to the extent not prohibited by law therein.

**Section 3.2 Powers.** The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under **The Florida Business Corporation Act.**

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**ARTICLE IV  
AUTHORIZED SHARES**

**Section 4.1 Class, Number, Par and Description.** The shares of stock authorized hereunder shall not be divided into classes and shall consist of **One ( 1 )** class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to **Four thousand ( 4,000 )** shares at **One dollar ( \$ 1.00 )** par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

**Section 4.2 Consideration.** The consideration for the issuance of said shares, or any part thereof, shall be money, current of **The United States of America**, or property, or services of value at least equivalent to the stock issued as fixed and determined by **The Board of Directors** of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by **The Board of Directors** of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and non-assessable.

**Section 4.3 No Preemptive Rights.** The shareholders of the corporation shall have no preemptive rights granted by **The Articles of Incorporation** to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into, or carrying a right to subscribe to, or acquire shares.

**Section 4.4 Plurality Voting.** Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for **The Board of Directors**.

**ARTICLE V  
GENERAL**

**Section 5.1 Amendment.** The **Articles of Incorporation** may be amended from time to time, by action of **The Board of Directors** and the shareholders in accordance with applicable law.

**Section 5.2 Organizational Meeting.** After the corporate existence begins, an organizational meeting of any **Initial Directors** and / or **Incorporators**, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person ( s ) calling the meeting shall give **Three ( 3 )** days advance written notice of the time and place of the meeting to each person called.

**Section 5.3 Incorporators.** The name and address of **The Incorporator Executing this Instrument**, is as follows:

**SIGNATOR**

  
PRESIDENT  
INCORPORATOR & REGISTERED AGENT

IN WITNESS WHEREOF, the above signed, executed this instrument this 16 day of Jan. 1997

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.050, 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:**

**DIROCCO ENTERPRISES INC.**

**2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:**

**DANIEL J. DIROCCO**

**3753 GLEN OAKS MANOR DR.**

**SARASOTA, FLORIDA 34232**

HAVING BEEN NAMED 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.

  
DANIEL J. DIROCCO (PRINTED)

1/16/97  
(DATED)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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