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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: DONALD J. NAPOLI CONSULTING, INC.
AUDIT NUMBER.....H9700002341
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
DONALD J. NAPOLI CONSULTING, INC.

FILED

(4)

97 FEB -7 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Donald J. Napoli Consulting, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The principal address of the corporation is 10375 N.W. 43rd Terrace, Miami, Florida 33178-2251. The initial registered office of this corporation is 10375 N.W. 43rd Terrace, Miami, Florida 33178-2251, and the name of the initial registered agent of this corporation at that address is Donald J. Napoli.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Donald J. Napoli
10375 N.W. 43rd Terrace
Miami, Florida 33178-2251

Prepared by: Richard A. Sinner, CPA.
8600 NW 5. River Dr.
Suite 101
Miami, Florida 33166
(305) 885-5099

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ARTICLE VI - INCORPORATORS

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

Donald J. Napoli 100 shares
10378 N.W. 43rd Terrace
Miami, Florida 33178-2251

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 17th day of February, 1997.

Donald J. Napoli
Donald J. Napoli, Subscriber

STATE OF FLORIDA)

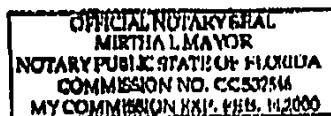
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Donald J. Napoli, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of February, 1997.

Mirtha L. Mayor
Notary Public, State of
Florida, at Large

My Commission Expires:



H97000002341

Prepared By: Richard A. Sinner, PA
8600 N.W. 8th River Drive, #101
Miami, Florida 33166

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0601, 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.

First, that Donald J. Napoli Consulting, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation, has named Donald J. Napoli located at 10375 N.W. 43rd Terrace, city of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

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 PROVISION 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

Donald J. Napoli
Donald J. Napoli

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Prepared by: Richard A. Binnes, P.A.
8600 N.W. 8. River Dr. #101
Miami, Florida 33166

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