

SALLEY, FEINBERG, HAMES & HINTZE, P. A.

ATTORNEYS AT LAW

SUITE 2500

390 NORTH ORANGE AVENUE

ORLANDO, FLORIDA 32801

407/426-2360

STEPHEN DAVID FEINBERG
LAURENCE CLIFFORD HAMES
RUSSELL PATRICK HINTZE
STEPHEN DAVID SALLEY

PLEASE REPLY TO:
POST OFFICE BOX 3829
ORLANDO, FL 32802-3829

FACSIMILE:
407/426-2360
*BOARD CERTIFIED
TAX ATTORNEY

P97000015164

February 10, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

800002086608--5
-02/13/97--01029--005
****122.50 ****122.50

Re: Articles of Incorporation
MACCHI-MACCHI ENTERPRISES, INC.

Dear Sir/Madam:

Enclosed for filing with your Department is an original and one photocopy of the Articles of Incorporation for MACCHI-MACCHI ENTERPRISES, INC. This corporation is a subsidiary of MACCHI ENTERPRISES, INC., which was incorporated on December 2, 1996 and given Document Number P96000097218.

Also enclosed please find our firm check in the amount of \$122.50 to cover the cost of filing fees (\$35.00 filing fee; \$35.00 registered agent fee; \$52.50 certified copy fee). Please return the photocopy after filing for our records.

If you have any questions, please do not hesitate to contact me immediately.

Sincerely,

SALLEY, FEINBERG & HAMES, P.A.

Stephen G. Salley
Stephen G. Salley

Signed in Mr. Salley's absence
to avoid delay in mailing.

SGS:njc
Enclosures

2/17

97 FEB 13 PM 3:00
RECEIVED
CORPORATE RECORDS
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MACCHI-MACCHI ENTERPRISES, INC.**

The undersigned, being above the age of twenty-one (21) years and competent to contract, and being a citizen and a resident of the United States of America, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be MACCHI-MACCHI ENTERPRISES, INC. and its principal place of business shall be located at P.O. Box 336, Oakland, Florida 34760.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of signing these Articles of Incorporation by the incorporator, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE: GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation, the following:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

3. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

4. To lend money to and use its credit to assist its officers and employees in accordance with Florida Statute 607.141.

5. To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of

or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

6. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

7. To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

9. To enter into, make, receive assignments of, grant

assignments of, and perform contracts of every nature and kind for any lawful purpose.

10. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

11. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without this state.

12. To elect or appoint officers and agents and define their duties and fix their compensation.

13. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

14. To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

15. To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

16. To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

17. To pay pensions and establish pension plans, profit

sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

18. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

19. To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV

CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value. This Corporation is authorized to issue One Thousand (1,000) shares of Class A voting common stock having a par value of One Dollar (\$1.00) per share and Ten Thousand (10,000) shares of Class B nonvoting common stock, having a par value of Ten Cents (\$.10) per share.

2. Voting Rights. The holders of Class A common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Class A common stock shall have no cumulative voting rights in any election of directors of the Corporation. The holders of Class B common stock shall have no voting rights. Other than the disparity in voting rights, Class A common and Class B common stock shall be

identical in every respect.

3. Consideration for Issuance of Stock. The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services shall not constitute payment or part payment for the issuance of stock of the Corporation.

4. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 15240 State Road 438, Winter Garden, Florida 34787 and the initial registered agent of this Corporation at that address shall be Robert S. Macchi. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The names and street addresses of the initial directors of this Corporation are:

Robert A. Macchi	P.O. Box 336 Oakland, Florida 34760
Jean S. Macchi	P.O. Box 336 Oakland, Florida 34760
James S. Macchi	Seven Wooden Shoes Lane Longwood, Florida 32750

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles as incorporator is Robert S. Macchi, 15240 State Road 438, Winter Garden, Florida 34787.

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name and seal this 10th day of February, 1997.

 (SEAL)
Robert S. Macchi

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

MACCHI-MACCHI ENTERPRISES, INC. (the "Corporation"), desiring to organize as a Florida corporation, has named and designated Robert S. Macchi as its Registered Agent to accept service of process within the State of Florida with its registered office located at 15240 State Road 438, Winter Garden, Florida 34787.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, all as the same apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 10th day of February, 1997.


Robert S. Macchi
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA