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TO: DIVISION OF CORPORATIONS

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NAME: PALM GLASS AND MIRROR, INC.
AUDIT NUMBER.....H97000005378
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
CERT. COPIES.....0 DEL.METHOD.. FAX
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ARTICLES OF INCORPORATION

OF

PALM GLASS AND MIRROR, INC.

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ARTICLE I. NAME: The name of this corporation is **PALM GLASS AND MIRROR, INC.**, a Florida Corporation.

ARTICLE II. NATURE OF BUSINESS: The general nature of the business to transacted by this corporation is: the corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of One dollar (\$1.00) par value common stock.

ARTICLE IV. TERM OF EXISTENCE: This corporation shall exist perpetually.

ARTICLE V. ADDRESS: The initial post office address of the principal office of this corporation is 7593 Enterprise Drive, #81, Riviera Beach, FL 33404.

ARTICLE VI. SUBSCRIBERS: The names and addresses of the subscribers are as follows:

NAME

ADDRESS

PHILIP L SCIABARRASI

17770 113th Terr.
Jupiter Farms, FL 33478

MICHAEL V. BENINDA, JR.

830-C Sea Pine Way
W. Palm Beach, Fl 33415

Prepared by:

J. Steven Reynolds
1803 Australian Ave South # A
West Palm Bch., FL 33407
(561) 684-0000
FBN. 354856

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The number of shares of stock each agrees to take and the value of the consideration is as follows:

<u>NAME</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Phillip L. Sciabarrasi	50	\$50.00
Michael v. Beninda, Jr.	50	\$50.00

ARTICLE VII. DIRECTORS:

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have TWO (2) directors initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1).

Section 2. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
PHILIP L. SCIABARRASI	17770 113th Terr. Jupiter Farms, FL 33478
MICHAEL V. BENINDA, JR.	630-C Sea Pine Way W. Palm Beach, FL 33415

ARTICLE VIII. OFFICERS:

Section 1. The officers of the corporation shall be a President, any number of Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be provided by the by-laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	PHILIP L. SCIABARRASI & MICHAEL V. BENINDA, JR.
Treasurer	PHILIP L. SCIABARRASI & MICHAEL V. BENINDA, JR.
Secretary	PHILIP L. SCIABARRASI & MICHAEL V. BENINDA, JR.

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Section 3. The officers shall be elected at the annual meeting of the Board of Directors as provided by the by-laws.

ARTICLE IX. BY-LAWS:

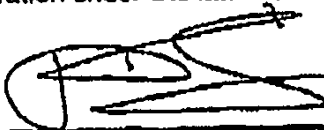
The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders entitled to vote.


ARTICLE X. AMENDMENTS:

Section 1. The Articles of Incorporation may be amended at a special meeting of the shareholders called for that purpose by One hundred percent (100%) vote of those persons entitled to vote.

Section 2. Amendments may also be made at a regular meeting of the shareholders upon notice given, as provided by the by-laws, of intention to submit such amendments.

IN WITNESS WHEREOF, WE, the undersigned incorporators, have hereunto set our hands and seals this 1 day of April, 1997, for the purpose of forming this corporation under the laws of the State of Florida.


PHILIP L. SCIABARRASI


MICHAEL V. BENINDA, JR.

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a notary public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared PHILIP L. SCIABARRASI and MICHAEL V. BENINDA, JR., who are personally known to me or who have produced _____ as identification

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and who did not take an oath, who are the persons described as the subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles.

WITNESS my hand and official seal in the County and State last aforesaid this 21
day of April, 1997.

Christine Howell
Notary Public
Commission No.



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That PALM GLASS AND MIRROR, INC., a Florida Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Riviera Beach, Palm Beach County, Florida, has named PHILIP L. SCIABARRASI located at 17770 113th Terr., Jupiter Farms, Florida 33478 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



PHILIP L. SCIABARRASI

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