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March 26, 1997

Dana Calloway
State of Florida
Dept. of Corporations
Tallahassee, Florida

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-04/08/97-01065-008

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Dear Dana,

It was a pleasure speaking with you today. It is rare to find someone on the phone that takes the time to not only be helpful, but do it with a wonderful attitude. For this I thank you.

As a reminder, you asked that I mail you this letter to remind you that we will need a copy of the fictitious name packet, so that we can process that as soon as possible.

Once again I thank you,

Sincerely,



Robert O. DelPino

FILED
97 APR -3 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR -4 1997

ARTICLES OF INCORPORATION

We, the undersigned, for the purpose of forming a corporation under the State of Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation shall be: DelPino Holding Company

ARTICLE TWO

This corporation shall have perpetual existence, and its existence shall commence at the time of the filing of these Articles of Incorporation by the Florida Department of State - Division of Corporations.

ARTICLE THREE

The corporation shall engage in any business activity permitted under the laws of the United States of America and the State of Florida.

ARTICLE FOUR

The initial aggregate number of shares of stock, which this corporation has authority to issue, is One Hundred Shares (100) with a Ten Dollar (\$10.00) par value per share.

ARTICLE FIVE

The street address of this corporation's office is: 8540 N.W. 6 Lane (Unit 109), Miami, Florida 33126. The name of the initial registered agent is Robert DelPino.

ARTICLE SIX

The name and addresses of the members of the first Board of Directors and Officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are as follows:

1) Robert O. DelPino - President
8540 N.W. 6 Lane (109)
Miami, Florida 33126

2) Ana M. DelPino - Secretary & Treasurer
8540 N.W. 6 Lane (109)
Miami, Florida 33126

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TALLAHASSEE, FLORIDA

ARTICLE SEVEN

The name and address of each person subscribing to the initial shares of the corporation are as follows:

- 1) Robert O. DelPino, 8540 N.W. 6 Lane (109) (60 % of initial shares.)
- 2) Ana M. DelPino, 8540 N.W. 6 Lane (109) (40 % of initial shares.)

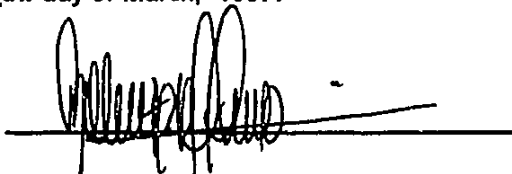
ARTICLE EIGHT

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholder meeting by the majority of the Stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 26 th. day of March, 1997.

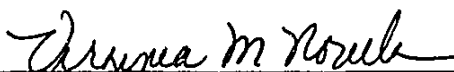
STATE OF FLORIDA }
COUNTY OF DADE }

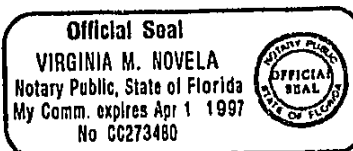
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I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, ROBERT O. DELPINO, to me well known to be the person described in the foregoing Articles of Incorporation of: DelPino Holding Company, who acknowledged to me that he executed the same freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, on this 26 th. day of March, 1997.


Notary Public



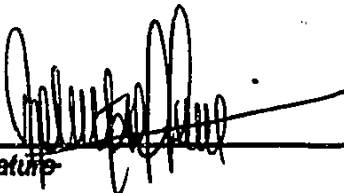
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

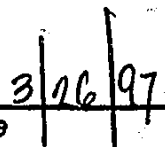
- 1.- The name of the corporation is: DelPino Holding Company
- 2.- The name and address of the registered agent and office is:

Robert DelPino
8540 N.W. 6 Lane (109)
Miami, Florida 33128

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



Date

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TALLAHASSEE, FLORIDA