

P970000031071

JAY B. VERONA, P.A.

5959 CENTRAL AVENUE

SUITE 201

ST. PETERSBURG, FLORIDA 33710

JAY B. VERONA

DAVID B. MCEWEN  
OF COUNSEL

POST OFFICE BOX 41750

ST. PETERSBURG, FLORIDA 33743-1750

PHONE: (813) 347-7000

FAX: (813) 347-7997

March 31, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
PO Box 6327  
Tallahassee, FL 32301

Re: CELLAMARE CORPORATION

Gentlemen:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office.

Also enclosed is our check in the amount of \$122.50 to cover the following costs:

Articles Filing Fee	\$ 35.00
Registered Agent	35.00
Certified Copy	52.50

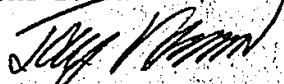
TOTAL

\$122.50

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-04/04/97--01061-017  
\*\*\*\*122.50 \*\*\*\*122.50

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

Sincerely,  
JAY B. VERONA, P.A.



Jay B. Verona

JBV:sb

Enclosures

cc: Anthony Cellamare

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 4/7/97

## ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

1. **NAME:** The name of this Corporation is **CELLAMARE CORPORATION.**

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL STOCK:** The corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value.

5. **PRINCIPAL OFFICE:** The principal office of this corporation shall be 11340 4th St. E., Treasure Island, Florida 33706.

6. **INITIAL REGISTERED OFFICE AND AGENT:** The street address of this corporation's initial registered office, and the name of its initial registered agent at that office shall be as follows:

JAY B. VERONA, P.A.  
5959 Central Avenue, Suite 201  
St. Petersburg, Florida 33710

7. **INITIAL BOARD OF DIRECTORS:** This corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Director of this corporation is:

ANTHONY CELLAMARE                      11340 4th St. E.  
Treasure Island, FL 33706

8. **INCORPORATOR:** The name and address of the initial Incorporator signing these Articles of Incorporation is:

ANTHONY CELLAMARE                      11340 4th St. E.  
Treasure Island, FL 33706

9. **BY-LAW AMENDMENT:** The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the

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TALLAHASSEE, FLORIDA

Shareholders.

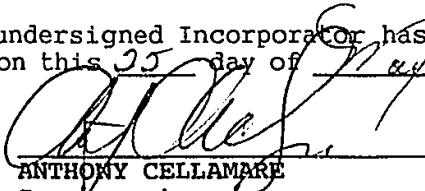
10. **INDEMNIFICATION:** The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

11. **INFORMAL ACTION OF DIRECTORS:** If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. **AMENDMENT OF ARTICLES:** 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.

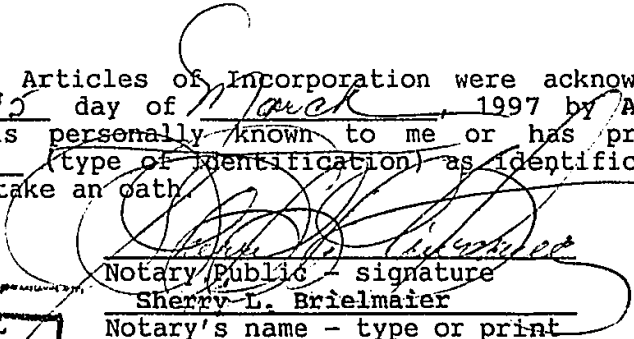
13. **PREEMPTIVE RIGHTS:** This corporation elects to have preemptive rights. These preemptive rights shall encompass the issuance of unissued or treasury shares.

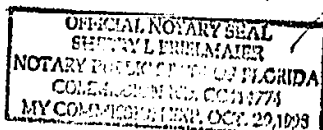
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25 day of March, 1997.

  
ANTHONY CELLAMARE  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 25 day of March, 1997 by ANTHONY CELLAMARE. He is personally known to me or has produced (type of identification) as identification, and did (did not) take an oath.

  
Notary Public - signature  
Sherry L. Brielmaier  
Notary's name - type or print



Commission/Serial Number

My Commission Expires:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for CELLAMARE CORPORATION, at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent.

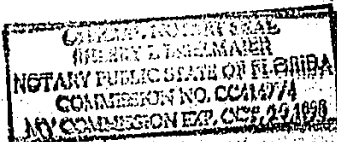
The undersigned hereby further states that it is familiar with, and accepts, the obligations provided for in Section 607.0501, Florida Statutes.

JAY B. VERONA, P.A.

By: Jay Verona  
Jay B. Verona  
As: President

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 31 day of March, 1997 by Jay B. Verona, as President of JAY B. VERONA, P.A., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) as identification, and did (did not) take an oath.



[Signature]  
Notary Public - signature  
Sherry C. DeSimone  
Notary's name - type or print

Commission/Serial Number

My Commission Expires:

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA