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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SCALDI CORPORATION

AUDIT NUMBER.....H97000006823

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 4

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K.R. APR 28 1997

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ARTICLES OF INCORPORATION

OF

SCALDI CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: **SCALDI CORPORATION**

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

To do any and all business that is legal in the State of Florida whatsoever.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock with no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 155 South Miami Avenue, Penthouse, City of Miami, County of Dade, State of Florida, and the name of the initial registered agent of this corporation at this address is Brian S. Heller as its agent to accept service of process within this state.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is: **155 South Miami Avenue, Penthouse
Miami, Florida 33130**

This document was prepared by **BRIAN S. HELLER, ESQ.**, Florida Bar No. 838277
155 South Miami Avenue, Penthouse, Miami, Florida 33130 (305) 374-6288 FAX (305) 374-2289

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ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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

NAME

ADDRESS

Robert A. Schimek II

155 South Miami Avenue, Penthouse
Miami, Florida 33130

ARTICLE VIII - INCORPORATORS

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

Robert A. Schimek II
155 South Miami Avenue, Penthouse
Miami, Florida 33130

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of SCALDI CORPORATION this 25 day of

April, 1997.


SUBSCRIBER

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ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at 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.


REGISTERED AGENT

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