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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: RUSSOTTO REALTY, INC.

AUDIT NUMBER.....H97000007369

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

CERT. OF STATUS..0

PAGES..... 6

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 5, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: RUSSOTTO REALTY, INC.  
REF: W97000010304

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CERTIFICATE OF INCORPORATION

OF

RUSOTTO REALTY, INC.

THE UNDERSIGNED subscriber(s) to these Articles of Incorporation, each a natural person, competent to contract, hereby associates themselves together to form a corporation for profit under the laws of the State of Florida; and further does agree to the following conditions of said corporation.

ARTICLE I: NAME & PRINCIPAL OFFICE

The name and principal office of the corporation are as follows:

RUSOTTO REALTY, INC.  
1881 NE 26 STREET  
SUITE 237  
FT. LAUDERDALE, FLORIDA 33305

ARTICLE TWO: NATURE OF BUSINESS

This corporation is organized for the following purpose or purposes: to engage in any and all business ventures and transactions allowable under any and all applicable state and federal laws and all things related thereto and for the purpose of transacting any and all lawful business.

Prepared By:  
Ellen Kracoff, Esq.  
8220 State Road 84, Suite 302  
Davie, Florida 33324  
FLA BAR #326569

(954) 474.0101

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ARTICLE III: CAPITAL STOCK

This corporation is authorized to issue a maximum of 500 shares of stock. The shares of stock authorized shall be common stock, having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV:

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

ROBERT J. RUSSOTTO  
1881 NE 26 STREET, SUITE 237  
FT. LAUDERDALE, FLORIDA 33305

ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the corporation shall have no less than one (1) director at any time. The name and office address of each member of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
<u>ROBERT J. RUSSOTTO</u>	<u>1881 NE 26 STREET, SUITE 237</u> <u>FT. LAUDERDALE, FLORIDA 33305</u>

The members of the first Board of Directors shall hold office until the first annual meeting of the stockholders of the corporation.

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ARTICLE VI: INCORPORATOR

The name and post office address of each Incorporator executing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>ROBERT J. RUSSOTTO</u>	<u>1881 NE 26 STREET, Suite 237</u> <u>FT. LAUDERDALE, FLORIDA 33305</u>

ARTICLE VII: AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder (s) is subject to this reservation.

ARTICLE VIII: COMMENCEMENT DATE

Corporate existence will commence on date Article of Incorporation are filed with the Secretary of State, State of Florida.

THE UNDERSIGNED Incorporators for the purpose of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein contained are stated true.

  
ROBERT J. RUSSOTTO (seal)

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STATE OF FLORIDA  
COUNTY OF BROWARD

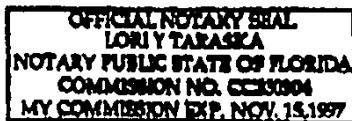
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TALLAHASSEE FLORIDA

BE IT REMEMBERED that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally ROBERT J. RUSSOTTO, to me known to be the person (s) described as Incorporator(s) in the foregoing Articles of Incorporation and have acknowledge before me that they have executed said Articles of Incorporation.

WITNESS MY HAND and official seal at the County and State aforementioned, this 5 day of May, 1997



*Lori Y. Taraska*  
Notary Public  
State of

My Commission Expires: 11/15/97

**CERTIFICATE DESIGNATING REGISTERED AGENT**  
**FOR SERVICE OF PROCESS**

Pursuant to Chapter 487.091, Florida Statutes, the undersigned hereby designated ROBERT J. RUSSOTTO whose address is 1881 N.E. 26 St, Suite 237, Ft. Lauderdale, Florida 33305, as its Registered Agent to accept service of process with the State.

  
ROBERT J. RUSSOTTO (Seal)

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THE UNDERSIGNED hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

  
ROBERT J. RUSSOTTO (Seal)

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