

# Barbieri & Screni PA *Attorneys at Law*

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ADMITTED TO MASSACHUSETTS BARS

May 13, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

**Florida Office**  
3200 N. Military Trail  
Suite 200  
Boca Raton, FL 33431  
Tel. (561) 997-5700  
Fax (561) 997-8737

**Massachusetts Office**  
15 Courts Square  
Boston, MA 02108

Tel. (617) 227-0011  
Fax (617) 723-2032

4000002177204--7  
-05/13/97--01095-011  
\*\*\*\*122.50 \*\*\*\*122.50

*Re: Giardina Properties, Inc.*

Dear Division of Corporations:

Enclosed please find the original and one photocopy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 to cover the filing fee. Please return a certified copy of these Articles to the above address as soon as the originals have been filed.

Thank you. If you have any questions, kindly contact the undersigned.

Very truly yours,

**BARBIERI & SCRENCI, P.A.**

*Steven C. Rubino*

Steven C. Rubino  
For the Firm

SCR:kb  
Enclosures

cc: Salvatore V. Giardina

97 MAY 13 PM 2:35  
SECURE  
TALLAHASSEE, FLORIDA  
FILED

Articles of Incorporation  
of  
Giardina Properties, Inc.

97 MAY 13 PM 1:35  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
1415

I, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the corporation shall be **Giardina Properties, Inc.**

**ARTICLE II**  
**NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

**ARTICLE IV**  
**PRINCIPAL ADDRESS AND REGISTERED OFFICE AND ADDRESS**

The principal address and the initial registered office of the corporation is **1033 Boca Cove Lane, Highland Beach, Florida 33487** and the name of the initial registered agent of the corporation at that office is **Salvatore V. Giardina**.

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Giardina Properties, Inc.  
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**ARTICLE V**  
**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI**  
**CUMULATIVE VOTING**

All shareholders are entitled to cumulate their votes for directors.

**ARTICLE VII**  
**PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

**ARTICLE VIII**  
**BOARD OF DIRECTORS & DESIGNATION OF INITIAL DIRECTOR**

The name and address of the initial directors of the corporation are **Salvatore V. Giardina** and **Phyllis M. Giardina** of **1033 Boca Cove Lane, Highland Beach, Florida 33487**.

**ARTICLE IX**  
**BY-LAWS**

The initial By-Laws of the corporation shall be adopted by vote of the directors of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws.

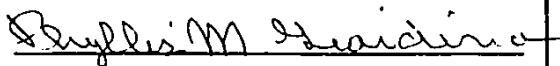
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**ARTICLE X**  
**SUBSCRIBERS**

The name and street address of the subscribers to these Articles of Incorporation are **Salvatore V. Giardina** and **Phyllis M. Giardina** of **1033 Boca Cove Lane, Highland Beach, Florida 33487**.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24 day of April, 1997.

  
\_\_\_\_\_  
Salvatore V. Giardina

  
\_\_\_\_\_  
Phyllis M. Giardina

**ACCEPTANCE OF REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
Salvatore V. Giardina, Registered Agent

97 MAY 13 PM 2:35  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

FILED

Articles of Incorporation

Giardina Properties, Inc.

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STATE OF FLORIDA )  
 ) ss:  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared **Salvatore V. Giardina** and **Phyllis M. Giardina** to me known to be the persons described as the Subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State named above on this  
23<sup>rd</sup> day of April, 1997.



Notary Public

