

LAW OFFICES

ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

HAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

MILTON S. BLAUT X
ALAN B. COHN *
MAURICE M. GARCIA
GENE K. GLASSER *
WILLIAM S. KRAMER O X
SCOTT A. ORTH
JENNIFER E. PRICE
LEONARD ROBBINS
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PETER R. SIEGEL
JACK F. WEINS
DAVID WEISMAN O

EDWARD S. RESNICK (RET.)

OF COUNSEL
STANLEY D. GOTTSEGEN †

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

O BOARD CERTIFIED REAL ESTATE LAWYER

X MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
† MEMBER OF OHIO BAR

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PLEASE REPLY TO:

Boca Raton

FILE NO.:

PP 7000052982

June 13, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

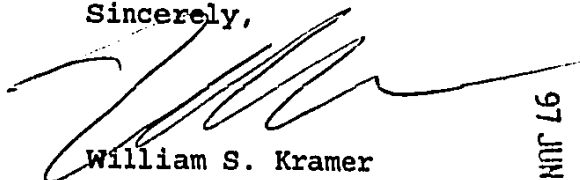
400002212474--3
-06/16/97--01025--013
****122.50 ****122.50

Re: Articles of Incorporation
Chisesi Enterprises, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$122.50 representing the filing fees. Please forward evidence of filing to the undersigned at your earliest convenience.

Sincerely,



William S. Kramer

WSK/smb
Enclosures

cc: Chisesi Enterprises, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 16 PM 1:44

RP
6-16-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 16 PM 1:44

ARTICLES OF INCORPORATION
OF
CHISESI ENTERPRISES, INC.

ARTICLE I

NAME

The name of the corporation is
CHISESI ENTERPRISES, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000)
shares of \$1.00 par value common stock. The shares shall not be
divided into classes, nor may this corporation issue preferred
stock without an amendment to its Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE

The principal office or mailing address of this corporation is
440 S. Military Trail
Deerfield Beach, Florida 33442

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 440 S. Military Trail, Deerfield Beach, Florida 33442, and the name of the initial registered agent of this corporation at that office is Stefano Chisesi.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Stefano Chisesi
440 S. Military Trail
Deerfield Beach, Florida 33442

Lisa M. Chisesi
440 S. Military Trail
Deerfield Beach, Florida 33442

Giuseppe Chisesi
440 S. Military Trail
Deerfield Beach, Florida 33442

ARTICLE VIII

INCORPORATORS

The names and addresses of the persons signing these Articles are:

Stefano Chisesi
440 S. Military Trail
Deerfield Beach, Florida 33442

Lisa M. Chisesi
440 S. Military Trail
Deerfield Beach, Florida 33442

Giuseppe Chisesi
440 S. Military Trail
Deerfield Beach, Florida 33442

ARTICLE IX

POWERS

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII

INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the

indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holder of such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII

BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIV

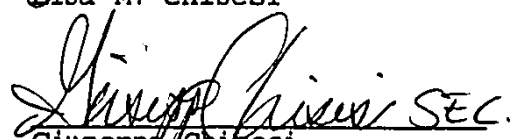
PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 10th day of June, 1997.


Stefano Chisesi


Lisa M. Chisesi


Giuseppe Chisesi

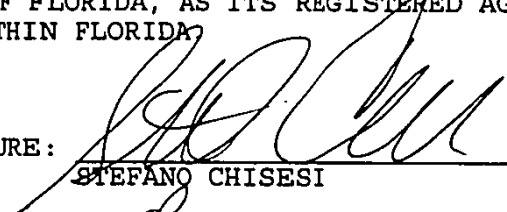
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

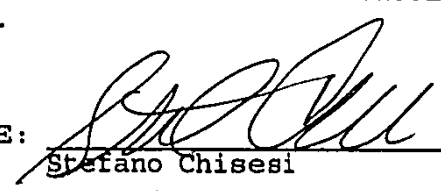
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT CHISESI ENTERPRISES, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF DEERFIELD BEACH, STATE OF FLORIDA, HAS NAMED STEFANO CHISESI, LOCATED AT 440 S. MILITARY TRAIL, DEERFIELD BEACH, FLORIDA 33442, CITY OF DEERFIELD BEACH, STATE OF FLORIDA, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
STEFANO CHISESI
TITLE: Pres.
DATE: 6/10/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
Stefano Chisesi
DATE: 6/10/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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