

P97000056695

SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

6-25-1997

Reference: Incorporation of Cerasari Enterprises Inc.
John L. Cerasari

Dear Sir:

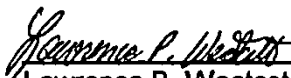
Please process the enclosed request for Incorporation of the above entity.

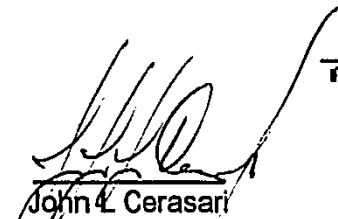
I have been assisting Mr. Cerasari in this process. If there are any questions,
please contact me here direct at (561) 842-5991.

Upon completion, we would appreciate it very much if you would also forward the
completed package here to me at 321 Northlake Blvd., Suite 102, North Palm
Beach, FL 33408. I have enclosed a return UPS shipping container for this
purpose.

Thank you.

Sincerely,


Lawrence P. Westcott, CFP


John L. Cerasari
Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 26 AM 10:46

UP
6-27-97

ARTICLES OF INCORPORATION

of

CERASARI ENTERPRISES, INC.

(name of corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 26 AM 10:46

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is: CERASARI ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
6235 FLORIDIAN CIRCLE		
CITY	LAKE WORTH	FLORIDA
ZIP	33463	

Mailing address, if different

STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	JOHN L CERASARI, JR		
ADDRESS	6235 Floridian Circle		
CITY	Lake Worth,	FLORIDA	ZIP 33463

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	JOHN L. CERASARI, JR.		
ADDRESS	6235 Floridian Circle		
CITY	Lake Worth	STATE	Florida
ZIP	33463		
NAME	REGINA W CERASARI		
ADDRESS	6235 Floridian Circle		
CITY	Lake Worth	STATE	Florida
ZIP	33463		
NAME			
ADDRESS			
CITY		STATE	
ZIP			

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	John L. Cerasari, Jr.		
ADDRESS	6235 Floridian Circle		
CITY	Lake Worth	STATE	Florida
ZIP	33463		
NAME			
ADDRESS			
CITY		STATE	
ZIP			
NAME			
ADDRESS			
CITY		STATE	
ZIP			

The undersigned incorporator(s) have executed these Articles of Incorporation this twenty-fifth day of June, 19 97.

 (Signature)

____ (Signature)

____ (Signature)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 26 AM 10:46

CERASARI ENTERPRISES INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 6235 FLORIDIAN CIRCLE
LAKE, WORTH, FL 33463

has named John L. Cerasari Jr.

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

6/25/97
(Date)