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June 23, 1997

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RHETT P. DOVE, III

MILLER WALTON (1901-1987)
WILLIAM C. LANTAFF (1913-1970)
LAURENCE A. SCHROEDER (1907-1995)

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

Re: Articles of Incorporation
of Pettinella Family Holdings, Inc.
Our File No. 4062

100002223811--6
-06/26/97--01058--012
*****122.50 *****122.50

Dear Sir or Madam:

Enclosed herewith please find the original and one fully executed copy of the Articles of Incorporation of Pettinella Family Holdings, Inc. In addition to the foregoing, I enclose our firm's check payable to your order in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate certifying that same is a certified copy of the original Articles of Incorporation.

The enclosed check represents payment of the following fees and charges:

Filing Fee:	\$35.00
Certified Copy Fee:	52.50
Resident Agent Fee:	<u>35.00</u>
Total:	\$122.50

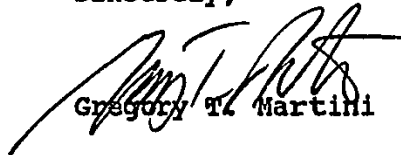
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DIVISION OF CORPORATIONS
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6-27-97

Department of State
June 23, 1997
Page 2

Should you have any question regarding any of the foregoing,
please feel free to call.

Sincerely,



Gregory T. Martini

GTM/tjr
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
PETTINELLA FAMILY HOLDINGS, INC.

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

PETTINELLA FAMILY HOLDINGS, INC.

ARTICLE II

PRINCIPAL OFFICE

The address of the Corporation shall be:

1611 Route 9, Suite U-1
Wappingers Falls, New York 12590

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(1) To invest in, develop, manage, purchase and sell and otherwise deal with real property;

(2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, F.S.

ARTICLE V

CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME

ADDRESS

Joseph A. Pettinella

37 Cherry Lane
Fishkill, New York 12524

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, PETTINELLA FAMILY HOLDINGS, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Dade County, Florida, and has named Gregory T. Martini as its initial Registered Agent who is located at such address.

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers to these Articles of Incorporation are as follows:

NAME

ADDRESS

Joseph A. Pettinella

37 Cherry Lane
Fishkill, New York 12524

Albert Pettinella

21 Penny Place
Fishkill, New York 12524

ARTICLE XI

SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

ARTICLE XII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 26th day of ~~May~~, June 1997, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

IN WITNESS WHEREOF, JOSEPH A. PETTINELLA and ALBERT PETTINELLA, the undersigned, being the original subscribers to the foregoing Articles of Incorporation have hereunder set our hands and seals this 9 day of ~~May~~ June 1997.


JOSEPH A. PETTINELLA

(SEAL)


ALBERT PETTINELLA

(SEAL)

STATE OF NEW YORK)
COUNTY OF DUTCHESS) SS:

BEFORE ME, the undersigned authority, personally appeared JOSEPH A. PETTINELLA, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Wappingers Falls, in said County and State, this 18 day of ~~May~~ June 1997.

My commission expires:


Notary Public

STATE OF NEW YORK)
COUNTY OF DUTCHESS) SS:

BEFORE ME, the undersigned authority, personally appeared ALBERT PETTINELLA, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Wappingers Falls, in said County and State, this 19 day of ~~May~~ June, 1997.

My commission expires:

Amy Woodard
Notary Public

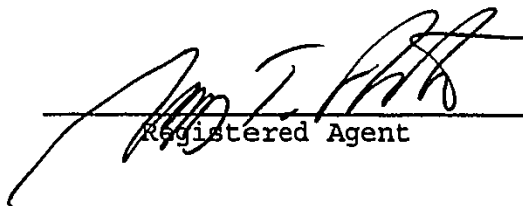
AMY E. WOODARD
Notary Public, State of New York
No. 4903123
Qualified in Dutchess County
Commission Expires Aug. 31, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for PETTINELLA FAMILY HOLDINGS, INC., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



Registered Agent (SEAL)