

P97000061781



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 464093 80888A

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 70.00

ORDER DATE : July 16, 1997

ORDER TIME : 11:23 AM

ORDER NO. : 464093-005

CUSTOMER NO: 80888A

100002239821--7

CUSTOMER: Michael P. Striar, Esq
MICHAEL P. STRIAR, ESQ

Suite 500
4601 Sheridan Street
Hollywood, FL 33021

DOMESTIC FILING

NAME: AVELINO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

TALLAHASSEE, FLORIDA

97 JUL 16 PM 2:29

97 JUL 16 PM 1:08
RECEIVED

8M JUL 16 1997

ARTICLES OF INCORPORATION

OF

AVELINO, INC.

FILED

97 JUL 16 PM 2:29

CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is AVELINO, INC.

ARTICLE II - DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be on the date of filing these Articles of Incorporation with the Secretary of State.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of telemarketing and any other lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of stock which the corporation is authorized to have outstanding is 500 shares of common stock of \$1.00 par value. Holders of common stock are entitled to vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The initial principal office of this corporation in the State of Florida is 2300 East Oakland Park Boulevard, #205, Fort Lauderdale, Florida 33306. The name and street address of the

initial registered agent of the corporation in the State of Florida are Michael P. Striar, Esquire, 4601 Sheridan Street, Suite 500, Hollywood, Florida 33021.

ARTICLE VI - DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-laws of the corporation.

The name and street address of the initial directors of this corporation are: Joseph DeMarco, 3075 Northeast 190 Street, Apartment 106, Aventura, Florida 33180.

ARTICLE VII - INITIAL OFFICERS OF CORPORATION

The corporation shall have the following officers:

President/Secretary: Joseph DeMarco

The number of officers may be increased or decreased from time to time by amendment to, or in the manner provided in the By-laws of the corporation.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Michael P. Striar, Esquire, 4601 Sheridan Street, Suite 500, Hollywood, Florida 33021.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - INDEMNIFICATION

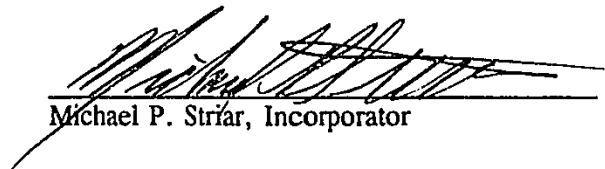
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the

corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

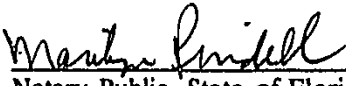
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of July, 1997.


Michael P. Striar, Incorporator

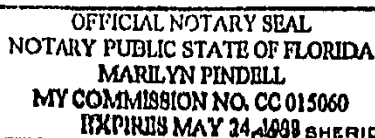
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL P. STRIAR, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation and he is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 15th day of July, 1997.


Notary Public, State of Florida

My commission expires:



CERTIFICATE OF RESIDENT AGENT

OF

AVELINO, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That AVELINO, INC., desiring to organize under the laws of the State of Florida with its principal office at 2300 East Oakland Park Boulevard, #205, Fort Lauderdale, Florida 33306, has named Michael P. Striar, Esquire, located at 4601 Sheridan Street, Suite 500, Hollywood, Florida 33021, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been made to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 15th day of July, 1997.


MICHAEL P. STRIAR, Resident Agent

FILED
JUL 15 PM 2:29
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA