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FILED
JUL 21 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 18, 1997

Office of the Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-07/21/97-01097-006
*****70.00 *****70.00

Re: Padulo International, Inc.

Gentlemen:

Enclosed are the following documents in connection with the above referenced incorporation:

1. Original and one copy of Articles of Incorporation;
2. Designation of Registered Agent; and
3. My check in the amount of \$70.00 covering the following:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00

Upon approval, please return a file stamped copy of the Articles of Incorporation, together with a prepaid Registered Agent Designation, to my office.

Thanking you, I am

Sincerely yours,

P. CRISDEN JUL 22 1997

George P. Langford (dco)

George P. Langford

GPL/dco
enclosures

**ARTICLES OF INCORPORATION
OF
PADULO INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I

The nature of the business and objects and purposes to be transacted and carried on by this corporation are to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world. The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

No contract or other transaction between the corporation or any other corporation, shall be effected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a stockholder or officer or are stockholders or officers of such other corporations, and any stockholder or stockholders or officer or officers, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of this corporation, or in which this corporation is interested and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be effected or invalidated by the fact that any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such

contract, act, transaction, or in any way connected with such person or persons, firms or associations, and each and every person who may become a stockholder of this corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may in anywise be interested.

ARTICLE II

The name of the corporation shall be: **PADULO INTERNATIONAL, INC.**

ARTICLE III

The authorized capital stock of this corporation is **1,000** shares, with a no par value.

ARTICLE IV

The corporation shall come into existence on filing of these Articles with the Secretary of State of the State of Florida, and shall continue perpetually unless sooner dissolved by law.

ARTICLE V

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

ARTICLE VI

The principal place of business of this corporation shall be: **1100 5th Avenue South, Room 201, Naples, Florida 34102.**

ARTICLE VII

The business of the corporation shall be managed and conducted by a Board of Directors of not less than (1) nor more than (4) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-Laws of the Corporation. The initial Board of Directors shall be composed of (2) directors, and the name and address of each initial

director is as follows:

JOSEPH V. PADULO
500 Lambiance Circle # 203
Naples, Florida 34108

LORRAINE D. PADULO
500 Lambiance Circle #203
Naples, Florida 34108

ARTICLE VIII

The street address of the initial office of this corporation is: 1100 5th Avenue South, Room 201, Naples, Florida 34102, and the name and address of the initial registered agent of this corporation is: JOSEPH V. PADULO, 500 Lambiance Circle #203, Naples, Florida 34102.

ARTICLE IX

The name and address of the person forming this corporation is: JOSEPH V. PADULO, 500 Lambiance Circle #203, Naples, Florida 34102.

ARTICLE X

The annual meeting of the stockholders shall be held at the office of the corporation on July 15th of each and every year. The executive officers of this corporation shall be a President, a Secretary, a Treasurer, and at the option of the stockholders, one or more Vice-Presidents. The office of any two or more may be held by the same person. Such executive officers shall be elected by the stockholders at each annual meeting as aforesaid. The stockholders shall have the power to fill any vacancy in any office.

ARTICLE XI

The first meeting of the incorporator and stockholders for the purpose of organizing and adopting By-laws and election of officers shall be held at the office of the corporation.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this

18th day of July, 1997.



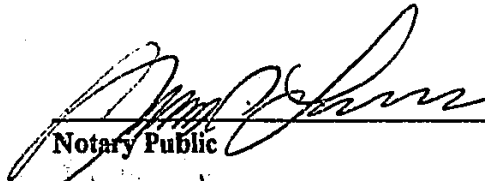
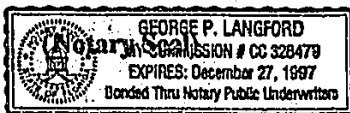
JOSEPH V. PADULO
Incorporator

**STATE OF FLORIDA
COUNTY OF COLLIER**

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JOSEPH V. PADULO, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same or he provided _____ as identification.

WITNESS my hand and official seal at Naples, said State of Florida and County of Collier this 18th day of July, 1997.

My commission expires:

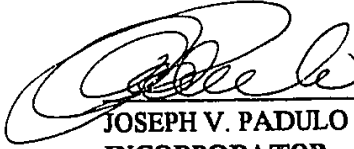

Notary Public

George P. Langford
(Printed Name of Notary)

**CERTIFICATE OF PLACE OF BUSINESS
AND DESIGNATION OF RESIDENT AGENT OF
PADULO INTERNATIONAL, INC.**

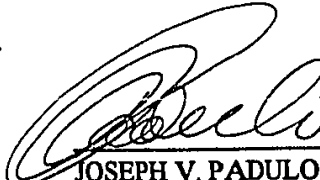
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **PADULO INTERNATIONAL, INC.**, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation located in Naples, County of Collier, State of Florida, has named **JOSEPH V. PADULO**, whose address is 500 Lambiance Circle, #203, Naples, Florida 34108, as its agent to accept service of process in this State, and designates said address as the Registered Office.


JOSEPH V. PADULO
INCORPORATOR

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TALLAHASSEE, FLORIDA

Having been named 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 to comply with the provisions of said act relative to keeping said office open.


JOSEPH V. PADULO
Registered Agent