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STEVEN M. WEISS\*

\*ALSO A MEMBER OF NEW JERSEY BAR

JUPITER OFFICE:  
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Jupiter, Florida 33477  
(561) 744-3409

Reply To:  
Boca Raton Office

P97000073058

August 13, 1997

Secretary of State  
Articles of Incorporation  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 33399

Re: D.Russo Management, Inc.

000002274650--7  
-08/22/97--01056--012  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed please find an original and one executed Articles of Incorporation of D. Russo Management, Inc. Also enclosed is our firm's check in the amount of \$122.50 representing the filing fee for same and the cost of a certified copy of the filed Articles. Please file the enclosed original Articles at your earliest convenience and return the certified copy to me in the self-addressed envelope I have provided herein.

I thank you for your anticipated cooperation in this regard. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
STEVEN M. WEISS

SMW:lbv  
Enclosures

FILED  
97 AUG 22 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 8/22/97

**ARTICLES OF INCORPORATION  
OF  
D. RUSSO MANAGEMENT, INC.**

**FILED**  
**97 AUG 22 PM 1: 44**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I - NAME**

The name of this corporation is D. RUSSO MANAGEMENT, INC. and the address shall be  
627 Lindell Boulevard, Delray Beach, Florida 33444.

**ARTICLE II - DURATION**

This Corporation is to exist perpetually.

**ARTICLE III - PURPOSE**

The general nature of the business to be transacted by this Corporation is to engage in any and  
all business or other lawful activity permitted under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

(1) The maximum number of shares of stock that this Corporation is authorized to issue to  
have outstanding at any one time is SEVEN THOUSAND, FIVE HUNDRED (7,500.00) shares of  
common stock having a par value of ONE DOLLAR (\$1.00) per share.

(2) The capital stock may be paid for by the property, labor or services, at a just valuation  
to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the  
organizational meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the Directors of the company. Stock in other corporations or ongoing businesses may be purchased by the Corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such considerations and the issuance of so much of the capital stock as the Directors of the company may decide.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 627 Lindell Boulevard, Delray Beach, Florida 33444, and the name of the initial registered agent of this corporation at that address is DENNIS RUSSO.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be diminished to less than one (1). The name and address of the initial director of this corporation is:

<b>NAME</b>	<b>ADDRESS</b>
Dennis Russo	627 Lindell Boulevard Delray Beach, Florida 33444

#### **ARTICLE VII - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

#### **ARTICLE VIII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

#### **ARTICLE IX - TERMINATION**

The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the Shareholders in proportion to the number of shares of stock in the Corporation which each Shareholder then owns.

#### **ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles is:

**NAME**

**ADDRESS**

Dennis Russo

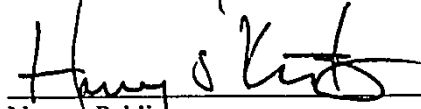
627 Lindell Boulevard  
Delray Beach, Florida 33444

  
DENNIS RUSSO

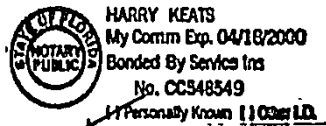
STATE OF FLORIDA     )  
COUNTY OF PALM BEACH )

BEFORE ME, the undersigned authority, this day personally appeared DENNIS RUSSO,  
who is personally known to me or who has produced \_\_\_\_\_ (type of  
identification), as identification, who first being duly sworn on oath by me, says: that he has executed  
the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS, my hand and official seal this 23rd day of July, 1997.


  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

My Commission Expires:



**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR**  
**D. RUSSO MANAGEMENT, INC.**

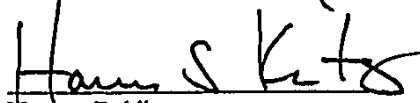
Having been named registered agent to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation for D. RUSSO MANAGEMENT, INC., DENNIS RUSSO hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

  
DENNIS RUSSO

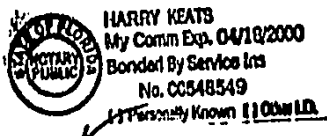
STATE OF FLORIDA     )  
COUNTY OF PALM BEACH )

BEFORE ME, the undersigned authority, this day personally appeared DENNIS RUSSO, who is personally known to me or who has produced \_\_\_\_\_ (type of identification), as identification, who first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS, my hand and official seal this 23rd day of July, 1997.

  
Notary Public  
State of Florida at Large

My Commission Expires:



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