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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: P & J, INC.

AUDIT NUMBER.....H97000014062

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
OF
P & J, INC.**

WE, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, Chapter 607, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State these Articles of Incorporation; and to that end we do, by these Articles set forth;

ARTICLE ONE-NAME

The name of this corporation is P & J, INC.

ARTICLE TWO-DURATION

The corporation shall have a perpetual existence.

ARTICLE THREE-PURPOSE

The purpose of this corporation is to engage in any activity or business allowed and permitted to be done by corporations under the statutes of the State of Florida. The corporation shall transact and carry on any business hereinafter mentioned, and all other lawful business not herein delineated, as the need arises, as fully and to the same extent as natural persons might or could do.

ARTICLE FOUR-CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares

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of common stock. Such shares shall be of single class and shall have a par value of \$0.00 per share. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE FIVE- SUBSCRIBERS

The street address of the initial principal office of the corporation is 10115 Cleary Boulevard, Plantation, Florida 33324. The Registered Agent shall be Giuseppe Mannino whose address is 10115 Cleary Boulevard, Plantation, Florida 33324.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be no less than one (1) and no more than five (5), unless specifically amended by majority vote of the shareholders of all outstanding stock. The initial directors of the corporation shall be appointed by the incorporator no later than thirty (30) days from the date of incorporation.

ARTICLE SEVEN - INCORPORATORS

The name and address of each incorporator is as follows:

GIUSEPPI MANNINO

10115 Cleary Boulevard

Plantation, Florida 33324

ARTICLE EIGHT - INITIAL OFFICERS

That the initial officers of the corporation are as follows:

NICHOLAS NASCA

President/Director

GIUSEPPI MANNINO

Secretary/Treasurer/Director

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ARTICLE NINE - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 25th day of August, 1997.

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)


GIUSEPPI MANNINO, Incorporator

BEFORE ME, personally appeared GIUSEPPI MANNINO, well known to me to be the person described herein and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this ²⁵ day of August, 1997.

My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA



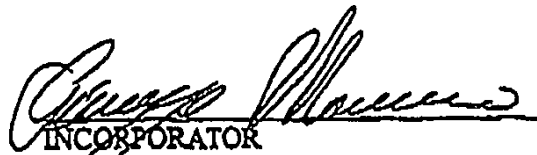
NICOLE MEDINA-MEDINA
MY COMMISSION & CO-SIGNER EXPIRES
February 2, 1999
BONDED THROUGH TRUST FARM INSURANCE, INC.

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**CERTIFICATE OF DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Plantation, County of Broward, and the State of Florida, has named, GIUSEPPI MANNINO, 10115 Cleary Boulevard, Plantation, Florida 33324 as its agent to accept service of process within its State.


INCORPORATOR
DATED: 8/25/1997

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said office.


RESIDENT AGENT
DATED: 8/25/1997

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