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CASTELLANO & SON ENTERPRISES, INC.

1216 WHITE PINE DRIVE
WELLINGTON, FL 33414

JANUARY 7, 1998

Secretary of State
Capitol Building
Tallahassee, Florida
32304

Attention: Corporation Division

RE: CASTELLANO & SON ENTERPRISES, INC.

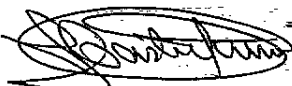
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*****70.00 *****70.00

Dear Sir:

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$ 35.00
Resident Agent Fee	<u>35.00</u>
Total	\$ 70.00

Cordially,



GERARDO CASTELLANO

CB
1-16-98

CERTIFICATE OF INCORPORATION

-OF-

CASTELLANO & SON ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is CASTELLANO & SON ENTERPRISES, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000, all of which shall be common shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place of business is 1216 WHITE PINE DRIVE, WELLINGTON, FL 33414 and the street address of the initial registered office of the corporation is 1216 WHITE PINE DRIVE, WELLINGTON, FL 33414 and the name of the initial registered agent is GERARDO CASTELLANO.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of one member, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The name and address of the Director which constitutes the first Board of Directors of the Corporation is:

NAME
GERARDO CASTELLANO

ADDRESS
1216 WHITE PINE DRIVE
WELLINGTON, FL 33414

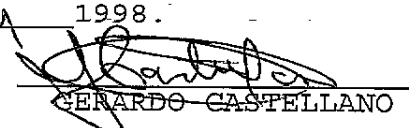
ARTICLE VII. INCORPORATORS

The name and address of the incorporator of the corporation is:

NAME
GERARDO CASTELLANO

ADDRESS
1216 WHITE PINE DRIVE
WELLINGTON, FL 33414

IN WITNESS WHEREOF, the undersigned have subscribed their names this 07 day of JANUARY 1998.


GERARDO CASTELLANO

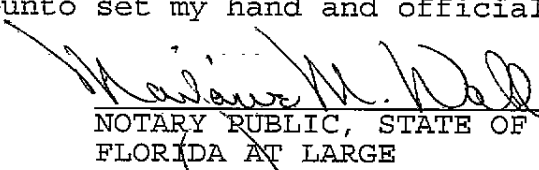
STATE OF FLORIDA)

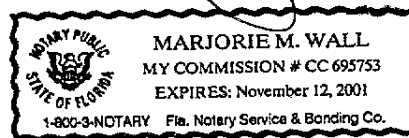
: SS

COUNTY OF PALM BEACH)

On this 7th day of JANUARY 1998, before me, the undersigned officer, personally appeared as GERARDO CASTELLANO, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE



FILED
98 JAN 14 PM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

CASTELLANO & SON ENTERPRISES, INC

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

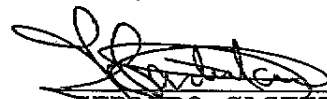
CASTELLANO & SON ENTERPRISES, INC., a corporation organized under the laws of the state of Florida, with its principal office at 1216 WHITE PINE DRIVE, WELLINGTON, FL 33414 has named GERARDO CASTELLANO at 1216 WHITE PINE DRIVE, WELLINGTON, FL 33414, County of Palm Beach, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
GERARDO CASTELLANO	President/Dir	1216 WHITE PINE DRIVE WELLINGTON, FL 33414

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.

DATED: 01-07-98


GERARDO CASTELLANO
Resident Agent