

P9800011863

CIMINO GROUP, INC.

171 Glades Road
Boca Raton, Florida 33432

98 FEB -5 PM 3:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA U.S. MAIL

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****122.50 ****122.50

January 26, 1998

Secretary of State of Florida
Division of Corporations
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

Re: Articles of Incorporation - CIMINO GROUP, INC.

Gentlemen:

Enclosed herewith please find one (1) original and one (1) copy of the Articles of Incorporation for the above named entity.

Also, enclosed is our check in the total amount of \$122.50 representing the following payment of fees and costs:

(1) Filing Fee	\$35.00
(2) One (1) Certified Copy	52.50
(3) Resident Agent Fee	<u>35.00</u>

TOTAL FEES/COSTS \$122.50

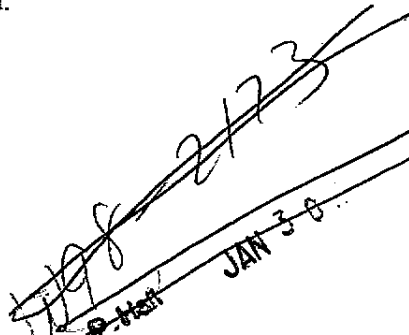
Please file the original and return one copy duly certified.

Your assistance in this matter is greatly appreciated.

Sincerely yours,


Sante V. Cimino

enclosures


P. Hall
JAN 30

P. Hall
FEB - 5 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1998

SANTE V. CIMINO
171 GLADES RD
BOCA RATON, FL 33432

SUBJECT: CIMINO GROUP, INC.
Ref. Number: W98000002173

We have received your document for CIMINO GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 498A00005421

2/2/98

Dear Pamela,

Pursuant to our telephone conversation this date, please be advised that the principal place of business address is listed in Article VII (Capitalization) (Page 2) and on Page 4 for acknowledgement of registered agent. Thank you for your attention + effort in this matter.

Sincerely,
Sante V. Cimini

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

561-239-2019

**ARTICLES OF INCORPORATION
OF
CIMINO GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, natural persons of the age eighteen (18) years or more, acting as incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the Corporation is **CIMINO GROUP, INC.**

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States of America, and in this State.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 500 shares of par value stock at One Dollars and 00/100 (\$1.00) per share. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitles to vote on each such amendment.

ARTICLE VI - SHAREHOLDERS RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall have the pre-emptive right to acquire unissued share of the stock of this corporation.

Articles of Incorporation
Cimino Group, Inc. (Con't)

ARTICLE VII - CAPITALIZATION

The address of this corporation's initial business office is 171 Glades Road, Boca Raton, Florida 33432 and the name and address of its original registered agent and registers office is:

Sante V. Cimino
171 Glades Road
Boca Raton, Florida 33432

ARTICLE VIII - DIRECTORS

The number of Directors constituting the initialed board of Directors of this corporation is one (1). The name and addresses of persons who are to serve as Director(s) until the first annual meeting of shareholders, or until their successors are elected and quality are:

Sante V. Cimino
171 Glades Road
Boca Raton, Florida 33432

ARTICLE IX
COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATION

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Director are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorized, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if:

Articles of Incorporation
Cimino Group, Inc. (Con't)


(a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approved or ratifies the contract or transaction by vote or consents of such interested director; or;

(b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transact by vote or written consent, or;

(c) the contract or transact is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

Dated this 26th day of January, 1998.

X 
 Sante V. Cimino


STATE OF FLORIDA)

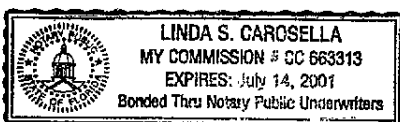
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 26th day of January, 1998 by Sante V. Cimino who is personally known to me and has taken an oath.


 Notary Public At Large

My Commission Expires:


 Print name of Notary



Articles of Incorporation
Cimino Group, Inc. (Con't)

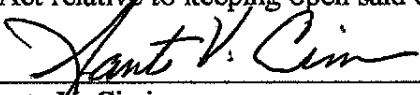
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TALLAHASSEE, FLORIDA

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

That Cimino Group, Inc. is a corporation for profit, desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Corporation of the county of Palm Beach, State of Florida and who has named Sante V. Cimino located at 171 Glades Road, Boca Raton, Florida 33432, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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



Sante V. Cimino