

P98000026649

WALZER & ASSOCIATES, INC.
A Professional Accounting Firm
8301 Forest City Road
Orlando, Florida 32810
(407) 299-0086 FAX (407) 298-3849

EFFECTIVE DATE

3-18-98

March 18, 1998

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000002463340--6
-03/20/98--01055--011
***122.50 ***122.50

RE: CARL FERRARO & ASSOCIATES, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs...

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,


STEVEN H. WALZER
Enrolled Agent

SHW/jdj
Enclosures

FILED
98 MAR 23 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 3-23-98

ARTICLES OF INCORPORATION

OF

CARL FERRARO & ASSOCIATES, INC.

CARL FERRARO & ASSOCIATES, INC., ARTICLE I - NAME

The name of this Corporation is CARL FERRARO & ASSOCIATES, INC., the address is 620 Pony Court., Winter Springs, Florida 32708.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 18th day of March, 1998 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the state of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 620 Pony Court., Winter Springs, Florida 32708 and the name of the initial registered agent of this Corporation at that address is CARL M. FERRARO.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

CARL M. FERRARO
President, Vice President, Secretary & Treasurer
620 Pony Ct.
Winter Springs, Florida 32708

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

CARL M. FERRARO
President, Vice President, Secretary & Treasurer
620 Pony Court
Winter Springs, Florida 32708

ARTICLE VII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles Of Incorporation on this 18th day of MARCH, 1998.


CARL M. FERRARO

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this 18th day of MARCH, 1998,
personally appeared before me, the undersigned officers duly authorized to administer
oaths and take acknowledgments, CARL M. FERRARO, well known and known
to be the person who executed the foregoing Articles of Incorporation, CARL FERRARO
& ASSOCIATES, INC. and he acknowledged that he signed and executed the
same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at
Orlando, in said County and State, this 18th day of MARCH, 1998.



STEVEN H WALZER
My Commission CC555980
Expires Jul. 12, 2000

Steven H. Walzer

NOTARY PUBLIC-STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE with Section 48.091 of the Florida Statutes, the following is
submitted:

First that CARL FERRARO & ASSOCIATES, INC. desiring to organize or qualify
under the laws of the State of Florida, its principal place of business in the City of
Winter Springs, Florida has named CARL M. FERRARO, 620 Pony Court, Winter

Springs, Florida as its agent to accept service process within Florida.

Carl M. Ferraro
CARL M. FERRARO

EFFECTIVE DATE

3-18-98

Date: 3/18/98

ACCEPTANCE

Having been named to accept service of process for the above – named Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

FILED
98 MAR 20 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Carl M. Ferraro
CARL M. FERRARO

Date: 3/18/98

STATE OF FLORIDA

COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 18th day of MARCH, 1998, in said County and State.

Steven H. Walzer
NOTARY PUBLIC – STATE OF FLORIDA



STEVEN H WALZER
My Commission CC555980
Expires Jul. 12, 2000