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Law Offices
ROWE and ROWE, P.A.
9471 Baymeadows Road, Suite 203
Jacksonville, Florida 32256

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 AM 11:51

Robert L. Rowe, Jr.
R. Lee Rowe, III

Telephone (904) 730-2070
Facsimile (904) 730-2618

May 20, 1998

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, FL 32399

Re: Capelli, Inc.
Our File Number 4152

300002535953--7
-05/27/98--01010--014
***122.50 ***122.50

Gentlemen:

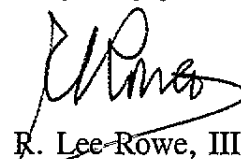
Enclosed is an original and copy of the Articles of Incorporation of this proposed corporation.

Please file the Articles of Incorporation, certify and return the copy to our office as soon as possible.

A check for \$122.50 is also enclosed to cover the \$35.00 filing fee, \$52.50 fee for certified copy of the Articles of Incorporation and \$35.00 fee for registered agent.

If there are any problems, please call our office collect for instructions to complete the filing.

Very truly yours,


R. Lee Rowe, III

LR:jca
enclosures

**ARTICLES OF INCORPORATION OF
CAPELLI, INC.**

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The undersigned subscriber to these Articles of Incorporation, hereby executes these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I. NAME AND MAILING ADDRESS

The name of this corporation is Capelli, Inc., and the mailing address is 10263 Whispering Forest Drive, #1123, Jacksonville, Florida 32257.

II. TERM OF EXISTENCE

This corporation is to exist perpetually.

III. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.

IV. CAPITAL STOCK

The maximum or aggregate number of shares this corporation is authorized to issue is 100,000 shares of common voting stock with a par value of \$1.00 per share.

V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9471 Baymeadows Road, Suite 203, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation at that address is Rowe and Rowe, P.A.

VI. DIRECTORS

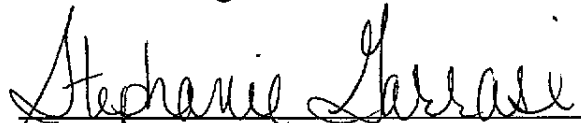
This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By Laws, but shall never be less than one. The name and address of the initial directors of this corporation are Joe Garrasi and Stephanie Garrasi, 10263 Whispering Forest Drive, #1123, Jacksonville, Florida 32257.

VII. INCORPORATORS

The name and address of the persons signing these Articles are Joe Garrasi and Stephanie Garrasi, 10263 Whispering Forest Drive, #1123, Jacksonville, Florida 32257.

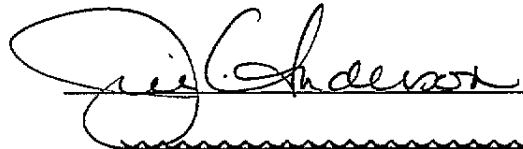
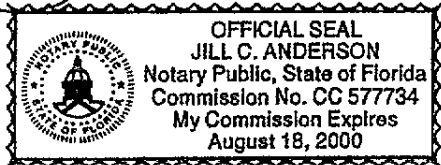
In witness whereof, we, the undersigned subscribing incorporators, have hereunto set our hands and seals on May 20, 1998.


Joe Garrasi


Stephanie Garrasi

STATE OF FLORIDA
COUNTY OF DUVAL

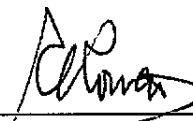
The foregoing instrument was acknowledged before me on May 20, 1998, by Joe Garrasi and Stephanie Garrasi, who have produced their State of Florida Drivers Licenses and who did not take an oath.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Rowe and Rowe, P.A., hereby accepts the designation of Registered Agent for Capelli, Inc., a Florida Corporation.

Dated on May 20, 1998 .

By: 
R. Lee Rowe, III,
Vice President

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