

Vaccaro and Associates, Inc.  
260 West Mashta Drive  
Key Biscayne, FL 33149  
(305) 361-1605

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -9 AM 10:27

P98000061474

400002584394--3  
-07/09/98--01049--025  
\*\*\*\*122.50 \*\*\*\*122.50

July 6, 1998

State of Florida  
Division of Incorporation  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find articles of incorporation for Vaccaro and Associates, Inc. with check in the amount of \$122.50 for the purpose of filing and creating a corporation under the laws of the State of Florida.

Kindly advise if you should require additional information.

Sincerely,

  
Louis Vaccaro

D. BROWN JUL 13 1998

**Articles of Incorporation  
of  
Vaccaro and Associates, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -9 AM 10:27

I, the undersigned, being of legal age and natural person, do hereby subscribe to acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**Article I**

The name and initial address of this corporation shall be:

Vaccaro and Associates, Inc.  
260 West Mashta Drive  
Key Biscayne, Florida 33149

**Article II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**Article III**

The capital stock authorized, the par Value thereof, and the characteristics of such stocks shall be as follows:

Number of shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
100.00\$	\$1.00	Common

The consideration for all the said stock shall payable in cash, property, real or personal, labor or services in lieu, of cash; at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his/her pro rata share thereof at the price at which it is offered to others, whether or not in excess par. Fractional shares need not be issued on account of this provision.

#### **Article IV**

This corporation shall commence its existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **Article V**

The initial registered office of this corporation shall be at 260 W. Mashta Dr. Key Biscayne, Florida 33149, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial agent at that address shall be Louis Vaccaro.

#### **Article VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by majority vote thereafter, determine that the corporation be managed by the stockholders.  
Louis Vaccaro, 260 West Mashta Drive, Key Biscayne, FL 33149

#### **Article VII**

The names and addresses of the first Directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be

Name	Address
Louis Vaccaro	260 West Mashta Drive Key Biscayne, Florida 33149
Francesca Vaccaro	260 West Mashta Drive Key Biscayne, Florida 33149

#### **Article VIII**

The name and address of the incorporator is: Louis Vaccaro , 260 West Mashta Drive, Key Biscayne, Florida 33149.

### Article IX

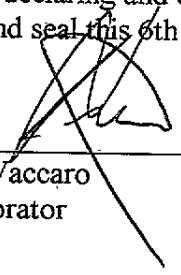
No other contract or transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are peculiarly or otherwise interested in, or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may peculiarly or otherwise interested in any contract or transaction of this corporation, provided that the fact he/she or such firm is so interested shall be disclosed or shall have been known to the board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of said other corporation, or not so interested.

### Article X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

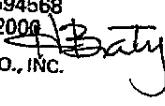
### Article XI

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that facts herein stated are true, and hereunto set my hand and seal this 6th day of July, 1998.

  
\_\_\_\_\_  
Louis Vaccaro  
Incorporator



H. BATY  
COMMISSION # CC 594568  
EXPIRES OCT 20, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -9 AM 10:27

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICES OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

In compliance with the laws of the State of Florida, the following is submitted:  
Vaccaro and Associates, Inc.

First, desiring to organized under the laws of the State of Florida has named Mr.  
Louis Vaccaro, of 260 west Mashta Drive, City of Key Biscayne, County of Dade, State  
Of Florida as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated  
in this certificate, I hereby accept the same and agree to act in this capacity,  
and agree to comply with the provisions of Florida law relative to keeping the registered  
office open.

Respectfully signed and submitted this 6 th day of July, 1998.



Louis Vaccaro  
Registered Agent