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LAW OFFICES OF
CORINNE M. MASTRONARDI, P.A.

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September 28, 1998

VIA AIRBORNE EXPRESS

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-09/29/98-01050-006
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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE

9-28-98

SUBJECT: CORINTHIAN OF SOUTH FLORIDA, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Corinthian of South Florida, Inc., a profit corporation, and a check for the required filing fee of \$122.50. Please incorporate the above named company as a profit corporation as soon as possible.

Kindly forward the certified copy of the articles to the above address using the enclosed express mail label for your convenience, as soon as possible. If you have any questions, please do not hesitate to contact me.

Very truly,


Corinne M. Mastranardi, Esquire

FILED
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
98 SEP 29 AM 10:03

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SEP 30 1998

EFFECTIVE DATE
9-28-98

**ARTICLES OF INCORPORATION
OF
CORINTHIAN OF SOUTH FLORIDA, INC.**

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DIVISION OF CORPORATIONS
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The undersigned Incorporators, for the purposes of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation shall be: Corinthian of South Florida, Inc.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following :

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Address. The address of the principal office of CORINTHIAN OF SOUTH FLORIDA, INC. is 912 East Broward Boulevard, ^{#B}Fort Lauderdale, FL 33301. The mailing address of CORINTHIAN OF SOUTH FLORIDA, INC., is 912 East Broward Boulevard, Fort Lauderdale, FL 33301.

Article 5. Shares. The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 912 East Broward Boulevard, Fort Lauderdale, FL 33301, and the name of its initial Registered Agent at that address is Corinne M. Mastronardi.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

A. Joseph Mastronardi
29 Depot Hill Rd.
Binghamton, NY 13904

B. Corinne Mastronardi
912 East Broward Boulevard ^{#B}
Fort Lauderdale, FL 33301

Article 8. Rights of the Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agreed to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 9. Incorporators. The names and addresses of the Incorporators are as follows:

A. Corinne Mastronardi
912 East Broward Boulevard → B
Fort Lauderdale, FL 33301

Article 10. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after the receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. this right may also be waived by a written waiver signed by the Shareholder.

Article 11. Share Transfer Restrictions. Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

Shareholder	Number of Shares
Corinne M. Mastronardi	1000

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

Article 12. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

Article 13. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

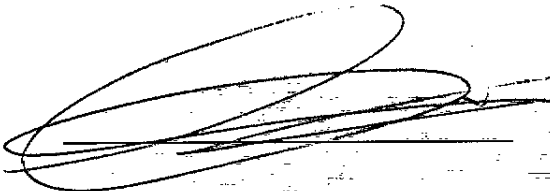
IN WITNESS WHEREOF, the undersigned Incorporators has signed these Articles of Incorporation on this 28 day of September, 1998.



Corinne M. Mastronardi, Incorporator

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Date: 9/28, 1998.

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