

P980000096185

LAW OFFICES
LES H. STEVENS, ESQUIRE
301 YAMATO ROAD
SUITE 3110
BOCA RATON, FLORIDA 33431

BOCA RATON: (561) 988-0299
BROWARD: (954) 424-7840
FACSIMILE: (561) 988-8100

November 11, 1998

Via UPS Next Day Air
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002685966--4
-11/12/98--01073--013
*****122.50 *****78.75

RE: Panacucci Holdings, Inc. / Incorporation
Our File No. 98-180

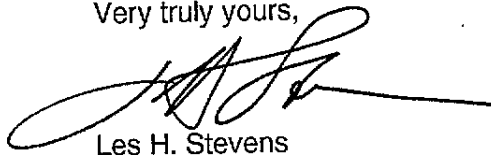
Gentlemen:

Enclosed are three (3) sets of the Articles of Incorporation for the above-referenced company, along with this firm's check in the sum of \$122.50, which represents the filing fee and fee for providing a certified copy of the filed document.

Please forward the Certificate of Incorporation to this office as soon as practicable. I have enclosed a UPS Airbill for your convenience.

Thank you for your assistance in this matter.

Very truly yours,


Les H. Stevens

LHS/ns
enclosures (check)

FILED
98 NOV 12 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-11/16/98

ARTICLES OF INCORPORATION
OF
PANACUCCI HOLDINGS, INC.

The undersigned Incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:

PANACUCCI HOLDINGS, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III
AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 1000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
NAME AND ADDRESS OF CORPORATION & REGISTERED AGENT

The street address of the Corporation's principal office and initial registered office of this Corporation in the State of Florida is 2728 NW 87 Avenue, Coral Springs, Florida 33065, and the initial registered agent of this Corporation at that address shall be GEORGE R. DEMPSEY.

FILED
98 NOV 12 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have a Board of Directors composed of that number of Directors determined in accordance with the provisions of the Bylaws.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one; and the name and address of the initial member of the Board of Directors is:

GEORGE R. DEMPSEY
2728 NW 87th Avenue
Coral Springs, Florida 33065

ARTICLE VIII
INCORPORATOR

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

GEORGE R. DEMPSEY
2728 NW 87th Avenue
Coral Springs, Florida 33065

11th IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this
day of November, 19 98



GEORGE R. DEMPSEY

The undersigned, GEORGE R. DEMPSEY named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges familiarity with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.325.



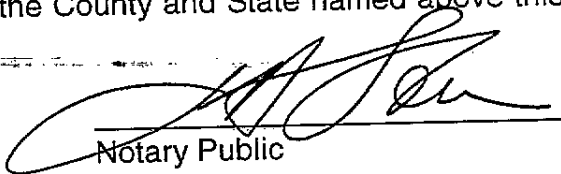
GEORGE R. DEMPSEY

FILED
98 NOV 12 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
 :
COUNTY OF PALM BEACH)

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared GEORGE R. DEMPSEY, to me known to be the person described as Incorporator in, and who executed, the foregoing Articles of Incorporation and he acknowledged executing said Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State named above this
11 day of November, 1991.



Notary Public

My Commission Expires:



Les H. Stevens
MY COMMISSION # CC708310 EXPIRES
March 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.