

ST. ARNOLD & STEARNS
CHARTERED
ATTORNEYS AT LAW

Jack R. St. Arnold, Esq.

James R. Stearns, Esq.

Kim L. Kaszuba, Esq.

Charles M. Phillips, Jr., Esq.
Of Counsel

P98000100433

November 23, 1998

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

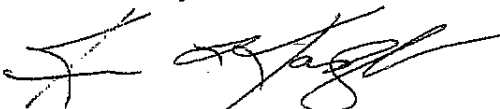
FILED
98 NOV 25 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: INGRASSELINO PRODUCTS, INC.

Dear Sir/Madam:

Enclosed please find for filing the original and one copy of the Articles of Incorporation for the referenced corporation. I have also enclosed our firm's check in the amount of \$70.00 for the filing fee. Kindly return a filed copy of the Articles to my office in the self-addressed envelope enclosed herein.

Sincerely,



Kim L. Kaszuba

KLK/jp
Enclosures

600002696396--1
-11/25/98--01042--012
*****70.00 *****70.00

CD
12-2-98
f

ARTICLES OF INCORPORATION
OF
INGRASSELINO PRODUCTS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be INGRASSELINO PRODUCTS,

ARTICLE II - LOCATION

The location of this corporation shall be:

35216 U.S. Highway 19 North, Palm Harbor, Florida 34684

ARTICLE III - NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1370 Pinehurst Road, Dunedin, Florida 34698 and the name of the initial registered agent of this corporation at that address is Kim Kaszuba, Esquire.

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DIRECTORS

The corporation shall have two (2) directors initially. The names and street addresses of the initial members of the Board of Directors are:

FILED
98 NOV 25 PM 3:45
STATE OF FLORIDA
TALLAHASSEE

Peter Ingrasselino
35216 U.S. Hwy. 19 N.
Palm Harbor, FL 34684

Giuseppe Schiano Di Scioarro
35216 U.S. Hwy. 19 N.
Palm Harbor, FL 34684

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Peter Ingrasselino
35216 U.S. Hwy. 19 N.
Palm Harbor, FL 34684

President/Secretary/Treasurer

Giuseppe Schiano Di Scioarro Vice President
35216 U.S. Hwy. 19 N.
Palm Harbor, FL 34684

ARTICLE IX - SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Peter Ingrasselino	35216 U.S. Hwy. 19 N. Palm Harbor, FL 34684	33-1/3
Giuseppe Schiano Di Scioarro	35216 U.S. Hwy. 19 N. Palm Harbor, FL 34684	33-1/3
Rocco Spinelli	35216 U.S. Hwy. 19 N. Palm Harbor, FL 34684	33-1/3

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at that election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing those votes on the same principle among any number of candidates.

ARTICLE XII - AMENDMENTS

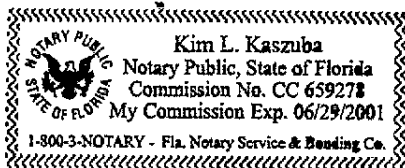
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 19th day of November, 1998.

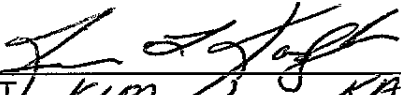

PETER INGRASSELINO
President/Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 19th day of November, 1998, by PETER INGRASSELINO, who is personally known to me or who has produced _____ as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

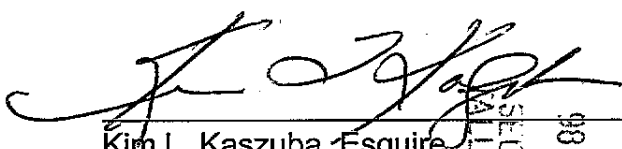


NOTARY PUBLIC:

SIGN 
PRINT KIM L. KASZUBA
State of Florida at Large (Seal)
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above stated 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 to the proper and complete performance of my duties.


Kim L. Kaszuba, Esquire

FILED
98 NOV 25 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA