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ALSO ADMITTED IN COLORADO

P98000108215

December 28, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

700002725807--1
-12/30/98-01020--006
****122.50 *****78.75

Re: Incorporation of Roberto, Inc.

Dear Sir:

Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the sum of \$122.50 for filing fee and certified copy fee.

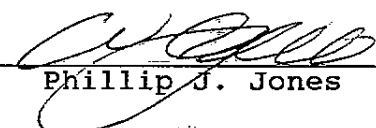
I would appreciate your returning to this office the Certificate of Incorporation, certified copy of Articles, and receipt as soon as possible.

If you have any questions, please feel free to call me.

Very truly yours,

WILKINS, FROHLICH, JONES,
HEVIA, RUSSELL & SUTTER, P.A.

By


Phillip J. Jones

PJJ/nf
Enclosures

SHARON

DEC 30 1998

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98 DEC 30 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ROBERTO, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is ROBERTO, INC.

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$10.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 137 Via Madonna Street, Englewood, Florida 34224. The name of the initial registered agent at such address is Roberto Guido Romero.

ARTICLE 6. - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than three.

ARTICLE 7. - INITIAL DIRECTOR

The name and post office address of the initial director is:

NAME

ADDRESS

Roberto Guido Romero

137 Via Madonna Street
Englewood, Florida 34224

ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporator of this corporation is:

NAME

ADDRESS

Roberto Guido Romero

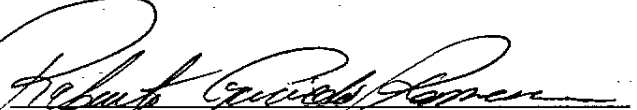
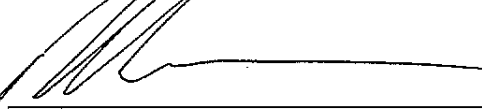
137 Via Madonna Street
Englewood, Florida 34224

ARTICLE 9. - AMENDMENT

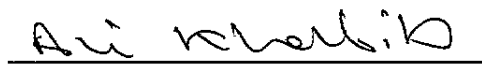
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name and affixed his seal this 23 day of December, 1998.

Witnesses



Roberto Guido Romero



STATE OF FLORIDA:

COUNTY OF CHARLOTTE:

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 ROBERTO GUIDO ROMERO to me known to be the person described as incorporator or who has produced FL. Driver's License L560-727-77-123.0 as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 23 day of December, 1998.

NOTARY PUBLIC:

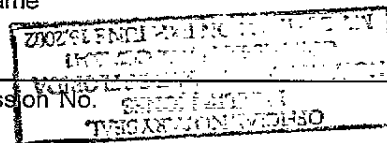
Sign

Print Name

Commission No.

My commission expires:

(Seal)



WILKINS, FROHLICH,
JONES, HEVIA,
RUSSELL & SUTTER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
PORT CHARLOTTE, FLORIDA

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS.**

In compliance with Section 48.091, Florida Statutes, the following is
submitted:

ROBERTO, INC., desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of incorporation at 137 Via Madonna
Street, Englewood, County of Charlotte, State of Florida, has designated ROBERTO
GUIDO ROMERO, whose street address is 137 Via Madonna Street, Englewood, County
of Charlotte, State of Florida, as its agent to accept service of process within this state.

ROBERTO, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the
above-named corporation, at the place stated in this certificate, I hereby agree to act in
this capacity and to comply with the provision of said law relative to same.


ROBERTO GUIDO ROMERO

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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