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Donald J. Ladolcetta
CERTIFIED PUBLIC ACCOUNTANT
12000 NW 20th St.
Pembroke Pines, FL 33026

December 21, 1998

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, Florida 32301

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-01/04/99-01096-004
*****122.50 *****78.75

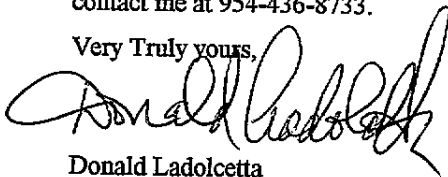
Re: Ladolcetta CPA, P.A. Corporate Filing

Gentlemen:

Enclosed are the Articles of Incorporation of Ladolcetta CPA, P.A. which we would like registered with the State of Florida. A check in the amount of \$122.50 is enclosed to cover processing costs.

If you require further information or if you are unable to process this corporation for any reason, please contact me at 954-436-8733.

Very Truly yours,



Donald Ladolcetta
Certified Public Accountant

Dmc
1-5-99

FILED
99 JAN -4 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Ladolcetta CPA, P.A.

FILED

99 JAN -4 PM 2:50

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, the undersigned, a natural person competent to contract do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Ladolcetta CPA, P.A.

ARTICLE II

GENERAL NATURE OF THE BUSINESS

The general nature of the business to be transacted by the corporation shall be engaged in any and all lawful business permitted under the laws of the United States and the State of Florida which includes accounting, bookkeeping, tax preparation, and business consulting.

ARTICLE III

CAPITAL STOCK

A. The total authorized capital stock of this corporation is one hundred (100 shares) Common Stock, par value one dollar(\$1.00) per share.

B. Every shareholder, upon the sale 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is:

12000 NW 20th St.

Pembroke Pines, Fl. 33026

The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI

NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII

FIRST BOARD OF DIRECTORS

The name(s) and street addresses of the member(s) of the Board of Directors are as follows:

NAME

ADDRESS

Donald J. Ladolcetta

12000 NW 20th St

Pembroke Pines, Fl. 33026

Patricia M. Ladolcetta

12000 NW 20th St

Pembroke Pines, Fl. 33026

ARTICLE VIII

SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation are:

NAME

ADDRESS

Patricia M. Ladolcetta

12000 NW 20th St

Pembroke Pines, Fl. 33026

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 12000 NW 20th St., Pembroke Pines, Fl. 33026, and the name of the initial registered agent of this Corporation at that address is Patricia M. Ladolcetta.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 29 day of December 1998.

Patricia M. Ladolcetta
Patricia M. Ladolcetta

STATE OF FLORIDA)

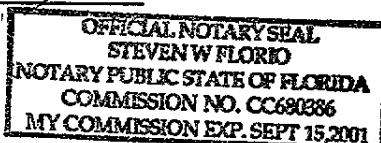
:SS.

COUNTY OF BROWARD)

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 Patricia M. Ladolcetta, who is personally known to me or who has produced _____ as identification showing that the person described has subscribed in and executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State named above this 29th day of December 1998.

Steven W. Florio
NOTARY PUBLIC



FILED

99 JAN -4 PM 2:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN THIS STATE

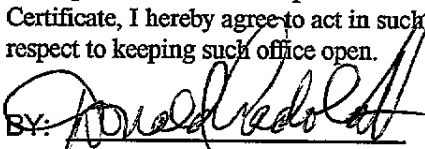
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in Compliance therewith:

Ladolcetta CPA, P.A. a Corporation being organized under the laws of the State of Florida, with its principal office located at 12000 NW 20th St., Pembroke Pines, Fl. 33026 has named Donald J. Ladolcetta with an office at 12000 NW 20th St., Pembroke Pines, Fl. 33026 as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for Ladolcetta CPA, P.A. at the place designated in this Certificate, I hereby agree to act in such capacity and agree to comply with the provisions of said Act with respect to keeping such office open.

BY: 

Donald J. Ladolcetta

RESIDENT AGENT