

Roland N. Cataldo
Attorney At Law
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January 5, 1999

Department of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-01/07/99--01078--015
*****78.75 *****78.75

RE: Roland N. Cataldo, PA

To Whom It May Concern:

Please find enclosed an original of the Articles of Incorporation and a copy of same for the above-referenced corporation. Please return the Receipt, Notice of Filing the Articles together with a certified copy of the articles as timely as possible.

I am also enclosing my check in the amount of \$78.75 which is in payment of the following:


Filing Fee.....	\$ 35.00
Registered Agent Fee.....	\$ 35.00
Certified copy of the Articles of Incorporation	\$ 8.75
Total:	\$ 78.75

Very Truly Yours,


Roland N. Cataldo

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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JAN 12 1999


ARTICLES OF INCORPORATION

OF

ROLAND N. CATALDO, PA

I, 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

The name of this corporation shall be:

ROLAND N. CATALDO, PA

ARTICLE II

The general nature of the business and the object and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to do the same to the same extent as natural persons might or could do.

ARTICLE III

The maximum number of shares of stock of this corporation authorized to be outstanding at any one time shall be 1000 shares of common stock of the par value of \$1.00 each. The consideration to be paid for each share shall be fixed by the Board of directors.

ARTICLE IV.

This corporation shall begin business with a capital of not less than \$1,000.00

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be located in the City of Fort Lauderdale, County of BROWARD, Florida, with a post office address at 633 SE 3rd Ave., Suite 201, Fort Lauderdale, Florida, or at such other places within or without the state of Florida as the board of directors shall, by appropriate action hereafter, from time to time determine.

ARTICLE VII

A. The business of this corporation shall be conducted and managed by its board of directors, and such board of directors shall consist of not less than one (1) member.

A majority of the first board of directors named below shall have the power to approve and to adopt the by-laws of this corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each director shall be as provided for in the by-laws of the corporation.

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C. The officers of this corporation may consist of a president, vice-president, a secretary and treasurer, and such other officers and agents as may be provided for by the by-laws of this corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such by-laws. A director may be removed with or without cause at any annual or special meeting of stockholders only upon affirmative vote of stockholders of fifty-one (51%) percent of stock present and voting.

ARTICLE VIII

The names and post office addresses of the members of the first board of directors, who, unless otherwise provided by the by-laws of this corporation, shall hold office and manage the corporation for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

NAME	ADDRESS
Roland N. Cataldo	1600 NW 114th Ave. Pembroke Pines, Fl 33026

ARTICLE IX

The name and post office address of the subscriber of these Articles of Incorporation is as follows:

NAME	ADDRESS
Roland N. Cataldo	1600 NW 114th Ave. Pembroke Pines, Fl 33026

ARTICLE X

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses to include attorneys' fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

ARTICLE XI

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 by a stockholders' meeting by fifty-one (51%) percent 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 of these Articles of Incorporation be adopted.

ARTICLE XII.

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the board of directors.

ARTICLE XIII.


In pursuance of the Florida General Corporation Act, Chapter 607.034, the following is submitted in compliance with said Act: The street address of the initial registered office of the corporation is:

633 SE 3rd Ave., Suite 201
Ft. Lauderdale, Fl 33301

and the name of the initial registered agent of this corporation at that address is:

Roland N. Cataldo, Esq.

IN WITNESS WHEREOF, the subscriber hereto has hereunto set (his/her) (it's) and (corporate) seal this the 5th day of JANUARY, 1999.


Roland N. Cataldo

STATE OF FLORIDA :

COUNTY OF BROWARD :

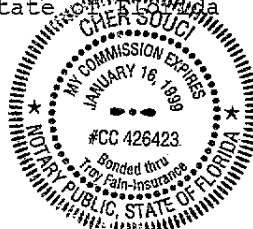
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Roland N. Cataldo to me well known to be the person described in, and who executed the foregoing Articles of Incorporation.

5th WITNESS my hand and official seal in the State and County aforesaid this day of January, 1999.


Notary Public, State of Florida

My commission expires:

1-16-99



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT AND UPON WHOM PROCESS MAY BE SERVED. In compliance with section 48.091, Florida Statutes, the following is submitted:

First, that Roland N. Cataldo, PA, desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at City of Jupiter, State of Florida, has named ROLAND N. Cataldo, Esq., located at City of Ft. Lauderdale, State of Florida, as its agent to accept service of process within Florida.

Signature

Roland N. Cataldo
(Corporate Officer)

Title:

President

Date:

1/5/99

Having been named to accept service of process 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 relative to the proper and complete performance of my duties.

Signature

Roland N. Cataldo
(Registered Agent)
Roland N. Cataldo

Date:

1/5/99

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