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LAZARUS CORPORATE FILING SERVICE, INC.
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(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PIANELLI & ASSOCIATES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Pick up time 2.00
- Mail out
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

99 APR -1 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

99 APR -1 AM 11:04
DIVISION OF CORPORATION

Examiner's Initials

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

PIANELLI & ASSOCIATES, INC

We, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the state of Florida.

ARTICLE I

The name and initial address of this corporation shall be:

*PIANELLI & ASSOCIATES, INC
1470-U-NW 107th Ave
Miami, FL 33172*

ARTICLE II

This corporation is created for the purpose of engaging in any and all things allowed and permitted to be done under the statues of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

- (a) Generally, to make and perform bookkeeping services of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the preemptive right to purchase his pro-rate share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence on the day its Articles of Incorporation are filed with Florida's Secretary of State, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 1470-U NW 107th Ave Miami, FL 33172 with the privilege of having its offices and branch offices at other places within or outside the State of Florida. The initial registered agent at that address shall be VANESSA SUAREZ.

ARTICLE VI

This corporation shall have no directors. The business of the corporation shall be managed by stockholders of the corporation in accordance with the Florida Statutes.

ARTICLE VII

The name and address of the initial officers of the corporation, who shall hold office for the first year or until his successor (s) are duly elected and qualified shall be:

	% OF SHARES
PRESIDENT: FRANCES S. PIANELLI 1470-U NW 107 TH AVENUE MIAMI, FL 33172	33%
VICE-PRESIDENT: ZENAIDA C. PIANELLI 1470-U NW 107 TH AVENUE MIAMI, FL 33172	34%
SECRETARY: VANESSA SUAREZ 1470-U NW 107 TH AVENUE MIAMI, FL 33172	33%

ARTICLE VIII

The name and address of the incorporator is:

VANESSA SUAREZ
1470-U NW 107TH AVENUE
MIAMI, FL 33172

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

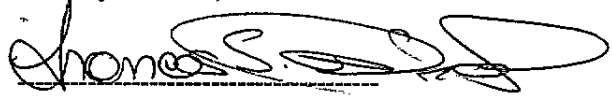
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand seal this 5th day of March, 1999.



**FRANCES S. PIANELLI
PRESIDENT**

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

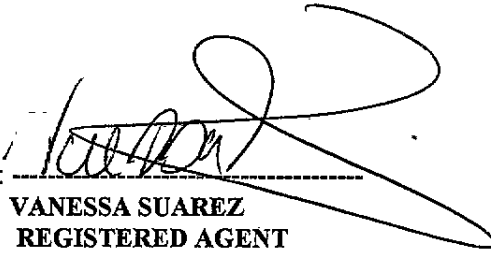
BEFORE ME, the undersigned authority, personally appeared Name to me known to be the person described in and who executed the foregoing Articles of Incorporation, who after being sworn under oath, acknowledge before me that he executed the same for the purpose therein expressed.

CERTIFICATE DESIGNING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that **PIANELLI & ASSOCIATES, INC** desiring to organize under the laws of the State of Florida with it's Principal office, as indicated in the articles of incorporation at the City of Miami, County of Dade State of Florida has named **VANESSA SUAREZ** located at 1470-U- NW 107th Ave Miami, FL 33172 as it's agent to accept services process within this state. County of Dade, State of Florida, as it's statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

By: 
VANESSA SUAREZ
REGISTERED AGENT

Dated this 5th day of March 1999

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SECRETARY OF STATE
TALLAHASSEE FLORIDA