

June 11, 1999

Jo-Ann Principi
930 S. Courtenay Pkwy
Merritt Island, FL 32952

P99000054180

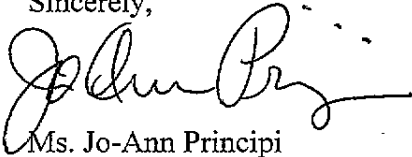
Division of Corporations, Florida State
Secretary of State
409 East Gaines
Tallahassee, FL 32399

500002903865--5
-06/14/99--01122--012
*****78.75 *****78.75

Dear Sir or Madam,

Please accept this letter as your authority to execute the necessary paperwork to establish The DiBello Co., Inc. We have enclosed a check in the amount of \$78.75 to cover all expenses. We have also enclosed a pre-paid Federal-Express envelope for your use in returning the appropriate documents. Please expedite this, as best you can. We can not proceed to finalize our real estate purchase until the corporation is established. Thanks in advance for your assistance.

Sincerely,



Ms. Jo-Ann Principi

FILED
99 JUN 14 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 15 1999

FILED

99 JUN 14 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
The Di Bello Company, Inc.

The undersigned person(s), acting as incorporator(s) of a corporation under the laws of Florida, Hereby adopt(s) the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of this corporation is THE DI BELLO COMPANY, Inc.

ARTICLE II
INITIAL PRINCIPLE OFFICE

The mailing address of the corporation's initial principal office is:

930 SOUTH COURTENAY PARKWAY
MERRITT ISLAND, FL 32952

ARTICLE III
SHARES

The total number of shares, which the corporation shall have authority to issue, is 200,000 shares with a par value of \$1.00 per share.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

JO-ANN PRINCIPI
THE DI BELLO CORPORATION
930 SOUTH COURTENAY PARKWAY
MERRITT ISLAND, FL 32952

ARTICLE V
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

JO-ANN PRINCIPI
930 SOUTH COURTENAY PKWY
MERRITT ISLAND, FL 32952

FRANCO DI BELLO
3280 ROCKLEDGE BLVD
ROCKLEDGE, FL 32955

MARIO DI BELLO
2265 MISTY WAY LN
MELBOURNE, FL 32935

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into 1 class, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (I) breaches of loyalty, (II) acts of omission not in good faith which involve intentional misconduct or a knowing violation of law, (III) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (IV) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights: The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest: In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer restriction: No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the

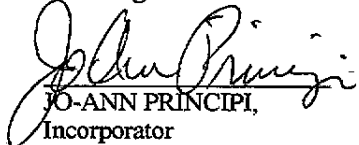
corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.


Corporate Seal: The corporation shall have no corporate seal.


Execution of Written Instruments: All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provision of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and they are true and correct to the best of my knowledge.



JO-ANN PRINCIPI,
Incorporator
930 S. COURTENAY PKWY
MERRITT ISLAND, FL
32952


FRANCO DI BELLO,
Incorporator
3280 ROCKLEDGE BLVD
ROCKLEDGE, FL
32955


MARIO DI BELLO,
Incorporator
2265 MISTY WAY LN
MELBOURNE, FL
32935

State of Florida, County of Brevard, ss:

Subscribed and Sworn to (or Affirmed) before me this 11th day of JUNE, 19 99.


Notary Public

99 JUN 14 AM 11:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

