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Phone 352 236 2773

J-J Enterprises

311 NE 47th CT

Orlando

State FL

ZIP 32817

Dept/Floor/Suite/Room

100002944831--2

-07/29/99-01039-012

\*\*\*\*\*78.85 \*\*\*\*\*78.75

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input 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

CALL MON-CASE

AUG 04 1999

Examiner's Initials

Date JUNE 2<sup>nd</sup> 1999

**ARTICLES OF INCORPORATION  
OF  
GILARDI & SON'S INC**

FILED  
99 JUL 29 AM 10:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, being desirous of associating for the purpose of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these.

**ARTICLES OF INCORPORATION**, pursuant to Section 607.164 of the Florida General Corporation Act, and other applicable provisions of the laws of the State of Florida, and acts amendatory thereof and supplemental thereto, and we hereby certify as follows:

**FIRST:** The name of the corporation is: **GILARDI & SON'S INC.**

**Second:** The corporation may engage in any manner the scope and generality of the foregoing, it is hereby provided that the corporation shall have the following purposes, objects, and powers:

To purchase, manufacture, produce, assemble, receive, lease, or in any manner acquire, hold, own, use, operate, rent, install, maintain, service, repair, process, alter, improve, import, export, sell, lease, assign, transfer, and generally to trade and deal in and with raw materials, natural or manufactured articles, literature and books and all types of such merchandise and personal property of every kind, nature or description, whatsoever, and participate in any mercantile, manufacturing trading business, and any kind of business approved by the Secretary of State of Florida.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account or deal with all or any part of the property of the corporation and from time to time to vary any investment or employment of capital of the corporation.

To borrow money, and to make and issue notes, bonds, debentures, obligations and evidence of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description, including contracts of guaranty and suretyship.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or power or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

The business or purpose of the corporation is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have the power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise any or all of its corporate powers and rights, in the State of Florida, and in the various states of the United States of America, in the District of Columbia, and in all of the possessions of the United States and in all or any foreign countries.

The enumeration herein of the objects and purposes of the corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects, or purposes which the corporation is empowered to exercise, whether expressly by force of laws of the State of Florida now or hereafter in effect, or implied by the reasonable construction of the said laws.

Third: The amount of the authorized capital stock of the corporation is ONE THOUSAND (1,000) shares of Common Stock with NPV.

Fourth: The consideration for all of 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 this Corporation.

Fifth: This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

Sixth: The initial address of the principals and offices of the corporation is 3149 SE 53<sup>rd</sup> TERRACE OCALA, FLORIDA. 34471.

Seventh: The number of its directors shall be as specified by the stockholders can be increased from time to time unless the stockholders shall thereafter determine that the corporation be managed by the Stockholder (s).

Eighth: The names and address of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their resignation, or until their successors are elected, whichever comes first, is as follows.

**Raiph Gilardi** 3149 SE 53<sup>rd</sup> Terrace  
Ocala, Florida. 34471  
Soc. Sec #052-56-6776

**Rosemarie Gilardi** 3149 SE 53<sup>rd</sup> Terrace  
Ocala, Florida 34471  
Soc. Sec # 083-54-2735

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Ninth: The names and address of the subscriber to the Articles of Incorporation is as follows:

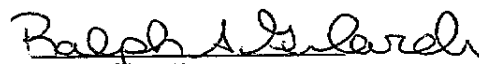
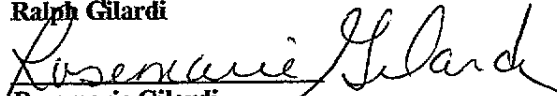
**Raiph Gilardi** 3149 SE 53<sup>rd</sup> Terrace Ocala Fl 34471

**Rosemarie Gilardi** 3149 SE 53<sup>rd</sup> Terrace Ocala Fl 34471

Tenth: The private property of the Stockholders shall not be subject to payment of the corporate debts to any extent.

Eleventh: This Corporation may indemnify and unsure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has this 2<sup>nd</sup> day of the month of June in the year of 1999, made and subscribed these **ARTICLES OF INCORPORATION** for the uses and purposes aforesaid.

  
Raiph Gilardi  
  
Rosemarie Gilardi

Signed and sealed in  
The presence of:

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**OFFICER**

**AFFIX TITLES**

**SPECIFIC ADDRESS**

Ralph Gilardi  
Rosemarie Gilardi

**PRESIDENT**  
**SECY-TREAS**

3149 SE 53<sup>rd</sup> Terrace Ocala Fl 34471  
3149 SE 53<sup>rd</sup> Terrace Ocala Fl 34471

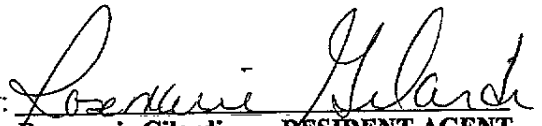
**DIRECTORS;**

Ralph Gilardi  
Rosemarie Gilardi

By:   
Rosemarie Gilardi Secretary

**ACKNOWLEDGMENT - (must be signed by designated agent)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said ACT relative to keeping open said office.

By:   
Rosemarie Gilardi **RESIDENT AGENT**

**DATED: June 2nd 1999**

**FILED**  
99 JUL 29 AM 10:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA:

COUNTY OF Marion

SS: 083-54-2735

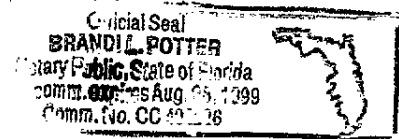
Be it remembered, that on this 2nd day of June in the year of 1999, personally appeared before the undersigned,

**A NOTARY PUBLIC**

Rosemarie Gilardi, Secretary of Gilardi & son's, Part to the foregoing certificate, to me well known and known to me to is Secretary of Gilardi & son's And the individual described in and who signed and executed the foregoing certificate as authorized as Secretary of Gilardi & son's acknowledged and declared that she made and subscribed in the name of Gilard & son's And that the facts therein set forth are true and correct.

Given under my hand and official seal this 8<sup>th</sup> day of June 1999

Brandi L. Potter



**STATE OF FLORIDA  
DEPARTMENT OF STATE**

Certificate Designating Place of Business or Domicile for the Services of Process within the State, Naming Agent upon Whom Process may be served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that **Gilardi & son's** A Corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the **ARTICLES OF INCORPORATION** in County of Marion State of Florida has named **Ralph Gilardi** located 3149 SE 53<sup>rd</sup> Terrace Ocala FL 34471 County of Marion State of Florida, as its agent to accept service of process within this state.