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THE LAW OFFICES OF

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November 23, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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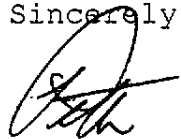
SUBJECT: Incorporation of Alan J. Zuccari of Florida, Inc.

Dear Madam/Sir:

Enclosed are an original and two copies of the Articles of Incorporation for the above corporation and a check in the amount of \$87.50, for the filing fee, certified copy and certificate of status.

Please forward the certified copy of the Articles and the certificate of status to the undersigned. Thank you.

Sincerely,



Peter J. Zinaich

PJZ/jjb
Enclosures

FILED
1999 DEC -6 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell DEC 8 1999

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1999 DEC -6 PM 12:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF ALAN J. ZUCCARI OF
FLORIDA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be Alan J. Zuccari of Florida, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation with the State of Florida and its duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, AND RIGHTS

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State of Florida.

ARTICLE IV. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

20379 West Country Club Drive, #1738
Aventura, Florida 33180

ARTICLE V. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000).

ARTICLE VI. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

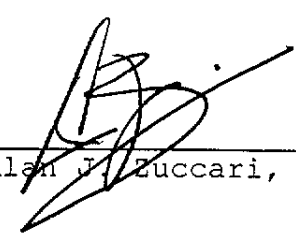
Peter J. Zinaich, 401 N. Mills Avenue, Suite B, Orlando, FL 32803

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Alan J. Zuccari, 3615-D Chain Bridge Road, Fairfax, Virginia
22030

The undersigned has executed these Articles of Incorporation this 4th day of Nov~~October~~, 1999.



Alan J. Zuccari, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Alan J. Zuccari of Florida, Inc.
2. The name and address of the registered agent and office is:
Peter J. Zinaich
401 N. Mills Avenue
Orlando, FL 32803

Signature: _____

Title: Incorporator

Date: NOV 4, 1999.

FILED
1999 DEC -6 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Date: 11/22/99