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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL, 32314

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-12/27/99--01098--016
*****78.75 *****78.75

SUBJECT:

Enclosed is an original and one (1) copy of the articles of incorporation for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy*

\$131.25
Filing Fee
Certified Copy
& Certificate

*ADDITIONAL COPY REQUIRED

FROM:

David M. Raber
7417 Bay Drive
Tampa, FL, 33635

FILED
99 DEC 27 PM 3:49
STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01-01-00

NOTE: Please provide the original and one copy of the articles.

aj/4

**ARTICLES OF INCORPORATION
OF
Lion Around, Inc.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is Lion Around, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is at 7417 Bay Drive Tampa, Florida, 33635, and the mailing address of the Corporation is 7417 Bay Drive, Tampa, Florida, 33635.

ARTICLE III
PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$1.00 par value per share.

ARTICLE V
REGISTERED AGENT

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
David M. Raber	7417 Bay Drive, Tampa Tampa, Florida, 33635

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall have initially one (1) director to hold office until the first annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial directors of the Corporation are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01-01-00

Name
David M. Raber

Address
7417 Bay Drive,
Tampa, Florida, 33635

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Name
David M. Raber

Address
7417 Bay Drive, Tampa
Tampa, Florida, 33635


ARTICLE VIII
IDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee or agent of the Corporation or was serving at the request of the Corporation as Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of December, 1999.

Article IX
Effective Date

The effective date of this corporation is JANUARY 1, 2000 (1/1/2000)



David M. Raber

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/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/agent, in the State of Florida.

1. The name of the corporation is Lion Around, Incorporated.
2. The name and address of the registered agent and office is:

David M. Raber
7417 Bay Drive
Tampa, FL, 33635



David M. Raber
Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



David M. Raber
January 1, 2000