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DANIEL S. BRIM

ATTORNEY AT LAW

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January 19, 2000

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE

1-14-00

100003108781--9  
-01/24/00-01127--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Moola Rouge, Inc.,  
Articles of Incorporation

Dear Sir:

In connection with the captioned incorporation, I am enclosing Business Account Check No.: 9848, in the amount of \$122.50 along with the original Articles and a copy thereof. Please return a certified copy of these Articles at your earliest convenience.

Thank you for your assistance in this matter. If you have any questions concerning this matter or require further documentation, please contact this office.

Yours truly,

  
Sandra A. Kramer

:sak  
Enclosure

FILED  
00 JAN 24 AM 7:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch JAN 31 2000

**ARTICLES OF INCORPORATION  
OF  
MOOLA ROUGE, INC.  
A Florida Corporation**

**EFFECTIVE DATE**

1-14-00

**ARTICLE I.**

The name of this corporation is MOOLA ROUGE, INC., a Florida corporation.

**ARTICLE II.**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, or in any other state in which this corporation may be qualified to do business.

**ARTICLE III.**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to (1) natural persons, (2) estates, or (3) a trust as described in the 26 United States Code Section 1371 defining a "small business corporation". Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

**ARTICLE IV.**

The duration of the corporation is perpetual. The date and time of commencement of corporate existence is 12:00 a.m., January 14, 2000.

**ARTICLE V.**

The Registered Agent and the street address of the initial Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

shall be:

LILA WILSON MAYO  
917 South 8th Street  
Fernandina Beach, FL 32034

The Principal Office of this corporation in the State of Florida shall be:

917 South 8th Street  
Fernandina Beach, FL 32034

**ARTICLE VI.**

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time pursuant to the By-laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII.**

The name and address of the initial directors of this corporation are:

MARTHA SHAW GARVIN  
917 South 8th Street  
Fernandina Beach, FL 32034

LILA WILSON-MAYO  
917 South 8th Street  
Fernandina Beach, FL 32034

**ARTICLE VIII.**

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

LILA WILSON MAYO  
917 South 8th Street  
Fernandina Beach, FL 32034

**ARTICLE IX.**

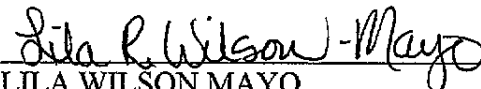
No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value. Such offer shall be in writing, signed by the

shareholder, sent by registered or certified mail to the corporation at its principal place of business and remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

#### ARTICLE X.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

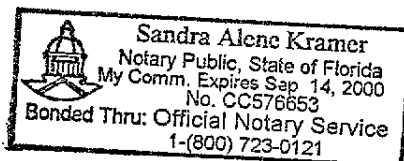
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, on this 14th day of January, 2000.


  
LILA WILSON MAYO  
Incorporator

STATE OF FLORIDA

COUNTY OF NASSAU

Sworn to and subscribed before me this 14th day of January, 2000, by LILA WILSON MAYO, who is personally known to me or who has produced a driver's license as identification.



  
Notary: Sandra Alene Kramer  
State of Florida; My Commission  
Expires: 09/14/00

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT REGISTERED OFFICE  
PURSUANT TO THE PROVISIONS OF SECTION 607.0501  
OR 617.0501, FLORIDA STATUTES, THE UNDER-SIGNED  
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 MOOLA ROUGE, INC., a Florida corporation.

2. The name and address of the registered agent is:

LILA WILSON MAYO  
917 South 8th Street  
Fernandina Beach, FL 32034

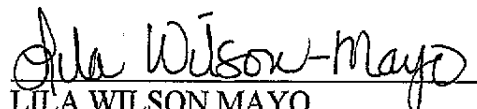
3. The address of the Principal office of the corporation is:

917 South 8th Street  
Fernandina Beach, FL 32034

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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.

EXECUTED this 14th day of January, 2000.

  
LILA WILSON MAYO  
REGISTERED AGENT