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Cherelyn Sawyer
230 Business Parkway
Royal Palm Beach, FL 33411

January 25, 2000

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****122.50 *****78.75

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

Enclosed are the articles of incorporation for a new corporation to be named The Prickly Pear, Inc.

Also enclosed is a check in the amount of \$122.50 to cover the costs of the various filing fees and a certified copy.

I will appreciate your assistance in the prompt filing of this charter.

Sincerely,

Cherelyn Sawyer
Cherelyn Sawyer

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

THE PRICKLY PEAR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida general Corporation Act, hereby adopts the following articles of incorporation:

Article One

NAME

The name of the corporation is The Prickly Pear, Inc.

Article Two

DURATION

The term of existence of the corporation is perpetual.

Article Three

PURPOSE

The corporation may engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article Four

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is five hundred (500), which shall be common shares with a par value of one dollar (\$1.00). Shares may be issued for cash, assets of determinable value, or for services rendered or to be rendered, the value of which shall be determined by the Board of Directors.

Article Five

PRINCIPAL PLACE OF BUSINESS AND REGISTERED OFFICE

The principal place of business of the corporation will be 230 Business Parkway, Royal Palm Beach, Florida 33411, and the initial registered office will be at 230 Business Parkway, Royal Palm Beach, Florida 33411. The name of the initial Registered Agent is CHERELYN SAWYER.

Article Six

DIRECTORS

The business of the corporation shall be managed by the Board of Directors, which shall consist of not less than one (1) nor more than five (5) members. The names and addresses of the initial Board of Directors are:

Name: Cherelyn Sawyer	Address: 230 Business Parkway Royal Palm Beach, FL 33411
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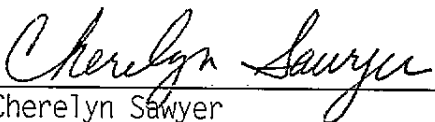
Article Seven

INCORPORATORS

The names and addresses of the incorporators are:

Name: Cherelyn Sawyer	Address: 230 Business Parkway Royal Palm Beach, FL 33411
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IN WITNESS WHEREOF I have subscribed my name this 25th day of January, 2000.


Cherelyn Sawyer

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First - That The Prickly Pear, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the articles of incorporation, at the City of Royal Palm Beach, County of Palm Beach, State of Florida, has named CHERELYN SAWYER located at 230 Business Parkway, City of Royal Palm Beach, County of Palm Beach, State of Florida, to accept service of process within this state.

Having been named to accept service of the 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 provisions of said Act relative to keeping open said office.


Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA