

P000000047996
DUCHEMIN & ASSOCIATES
ATTORNEYS AND COUNSELORS AT LAW

20 N. ORANGE AVENUE, SUITE 710
ORLANDO, FLORIDA 32801

TELEPHONE 407-425-3000
TELECOPIER 407-425-0039

May 10, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Via Federal Express

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-05/11/00--01079--011
****122.50 *****78.75

Re: Cabbage Patch, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation and Acceptance of Registered Agent of the above-referenced corporation. Also enclosed is our firm check in the amount of \$122.50 as payment for the fees for filing, Registered Agent designation, and certified copy of the Articles of Incorporation.

We have confirmed by telephone that the proposed corporate name is available for issuance.

Please forward to me your certificate and certified copy of the Articles of Incorporation in the envelope provided.

If you have any questions, please telephone me at the telephone number listed above. Thank you for your assistance.

Sincerely,



Robert A. DuChemin

RAD/mmn
Enclosures

FILED
00 MAY 11 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-15
WC

ARTICLES OF INCORPORATION
OF
CABBAGE PATCH, INC.

FILED
00 MAY 11 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of incorporating Cabbage Patch, Inc., (the "Corporation"), under the Laws of the State of Florida.

ARTICLE I

NAME - The name of the Corporation is: Cabbage Patch, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS - The Corporation's principal office shall be located at 511 W. Highway 50, Clermont, Florida 34711, and its mailing address shall be 511 W. Highway 50 Clermont, Florida 34711.

ARTICLE III

TERM OF EXISTENCE - The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV

GENERAL PURPOSE OF CORPORATION - The general purpose of the Corporation and the nature of the business to be transacted by the Corporation are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK - The maximum number of shares of any equity security that the Corporation is authorized to have outstanding at any time shall be One Hundred Thousand (100,000) shares of common stock (the "Common Stock"), having a par value of one penny (\$0.01) per share. The whole or any part of the Common Stock shall be payable in lawful money of the United States of America, or in property, labor, or services at a just valuation to be fixed

by the Board of Directors in its sole discretion and shall be issuable with or without voting rights, as the Board of Directors shall determine in its sole discretion.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE - The initial registered agent and the street address of the initial registered office of the Corporation shall be Robert A. DuChemin, 20 North Orange Avenue, Suite 710, Orlando, Florida 32801. The Board of Directors may move the Registered Office to any other address in the State of Florida.

ARTICLE VII

INDEMNIFICATION- The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the Corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the Corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the Corporation's Bylaws and shall not deviate therefrom without amending said Bylaws.

ARTICLE VIII

DIRECTORS - The Corporation shall have only one (1) director initially. The number of directors may be set by the Board of Directors, as expressed in the Corporation's Bylaws but the Corporation shall always have at least one (1) director. The Directors are not required to meet any qualifications other than those required by the laws of the State of Florida. The name and address of the initial director is as follows:

Arthur P. Richardson
511 W. Highway 50
Clermont, Florida 34711

ARTICLE IX

INCORPORATOR - The name and street address of the person acting as the Incorporator of the Corporation are as follows:

Robert A. DuChemin
20 North Orange Avenue
Suite 710
Orlando, Florida 32801


ARTICLE X

PREEMPTIVE RIGHTS - All holders of the Corporation's Common Stock shall have preemptive rights with respect to any stock, regardless of class or series, issued by the Corporation subsequent to the date on which any such shareholder purchased his or her shares. The preemptive rights of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the Corporation such that his or her proportionate ownership interest in the Corporation will remain the same. A shareholder may assign and/or waive his preemptive rights by written agreement.

ARTICLE XI

AMENDMENT - These Articles of Incorporation may be amended as provided under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation this 10/2 day of May, 2000.

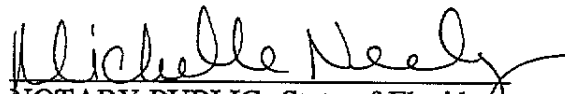



Robert A. DuChemin, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I CERTIFY that on this day, before me, the undersigned authority, a Notary Public, personally appeared Robert A. DuChemin, to me well known and known to me to be the individual described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and official seal this 10/2 day of May, 2000.



NOTARY PUBLIC, State of Florida
at Large
My Commission expires: _____
 Michelle Neely
My Commission CC845617
Expires June 13, 2003


**CERTIFICATE
OF ACCEPTANCE OF
DESIGNATION
AS REGISTERED AGENT
OF
CABBAGE PATCH, INC.**

FILED
00 MAY 11 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.1507, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Cabbage Patch, Inc., does hereby accept the appointment as such Registered Agent and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office which is located at:

20 North Orange Avenue, Suite 710
Orlando, Florida 32801

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Orlando, Orange County, Florida this 10th day of May, 2000.

By: 
Robert A. DuChemin
Registered Agent