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P00000099701

October 18, 2000

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

Re: **HEIDI'S HIDEAWAY, INC.**

800003435368--2
-10/23/00--01086--015
*****78.75 *****78.75

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for **HEIDI'S HIDEAWAY, INC.**, together with our check in the amount of \$78.75 to cover the filing fee. Kindly file the original Articles and provide us with a copy thereof.

If you have any questions, please feel free to contact me.

Sincerely,

Karen Haury

Karen Haury
Legal Assistant to Herbert Elliott

/klh
Enclosures

FILED
00 OCT 23 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-24
10C

ARTICLES OF INCORPORATION
OF
HEIDI'S HIDEAWAY, INC.

FILED
00 OCT 23 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby files for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

HEIDI'S HIDEAWAY, INC.

The principal place of business of this corporation shall be:

11720 US Highway 19 North
Port Richey, FL 34667

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address and mailing address of the initial registered office of the corporation shall be:

11720 US Highway 19 North
Port Richey, FL 34667

The initial registered agent of the corporation is William McConnell, whose address is 11720 US Highway 19 North, Port Richey, FL 34667.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII. DIRECTORS

The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one. The name and address of the initial director are:

William McConnell	11720 US Highway 19 North Port Richey, FL 34667
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ARTICLE IX. OFFICERS

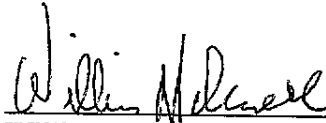
The names and addresses of the initial officers of the corporation shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

William McConnell	11720 US Highway 19 North Port Richey, FL 34667	President
Heidi McConnell	11720 US Highway 19 North Port Richey, FL 34667	Secretary/Treasurer

ARTICLE X. INCORPORATORS

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

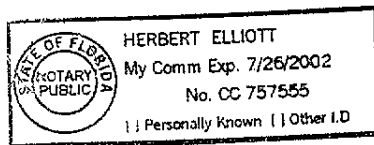
William McConnell
11720 US Highway 19 North
Port Richey, FL 34667



William McConnell

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of October, 2000 by William McConnell.





NOTARY PUBLIC
My Commission Expires:

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation in the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.



William McConnell