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FRED B. SHARE, Attorney at Law

1092 Ridgewood Ave., Holly Hill, FL 32117

REPLY TO:
P. O. Box 250784
Holly Hill, FL 32125-0784

PHONE (904) 253-1030
FAX (904) 248-2425

December 9, 1999

EFFECTIVE DATE

10-17-00

Florida Department of State
Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

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-10/25/00--01069--010
*****78.75 *****78.75

Attention: Division of Corporations

Re: RUSS AND LUCY, INC.

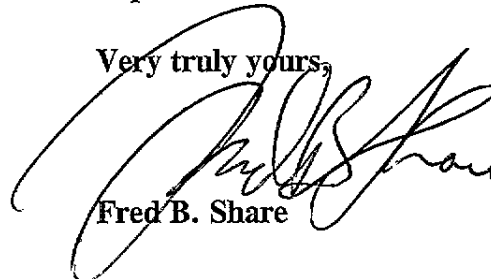
Dear Mr. Smith:

In connection with the above-referenced corporation enclosed please find the original Articles of Incorporation together with my check in the amount of \$78.75 representing the filing fee and taxes.

After filing, please certify the enclosed copy of the articles and return the same together with the certificate of incorporation to the undersigned at the above address.

Thank you for your assistance and cooperation in this matter.

Very truly yours,



Fred B. Share

FBS/bkn
Enclosures

FILED
00 OCT 25 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RUSS AND LUCY, INC.

EFFECTIVE DATE
10-17-00

FILED
00 OCT 25 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby makes, subscribes to, acknowledges and files these Articles of Incorporation for the purposes of organizing and incorporating a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

RUSS AND LUCY, INC.

and it shall hereinafter be referred to as the "corporation".

ARTICLE II

The date and time on which corporate existence of this corporation shall begin is 12:01 a.m. (Eastern Standard Time) on the date of filing of these articles and the corporation shall have a continuous and perpetual existence thereafter.

ARTICLE III

The general purposes for which the corporation is initially organized are the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1979), as amended.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is: 500. These shares shall consist of one class only, and such class shall be known as "common stock" of the corporation. Each share shall have a par value of \$.20 per share.

ARTICLE V

The street address of the initial principal and registered office shall be 13 Highwood Ridge Trail, Ormond Beach, FL 32174. The name of the initial registered agent shall be: Russ Warren. To

signify acceptance of appointment as registered agent, the registered agent named in this article has signed these articles as required by law.

ARTICLE VI

The number of directors who shall constitute the initial Board of Directors of the corporation shall be two (2). The name and street address of the person who is to serve as the member of the initial Board of Directors of the corporation is: Russ Warren and Lucy Warren, 13 Highwood Ridge Trail, Ormond Beach, FL.


ARTICLE VII


The names and street addresses of the incorporators of the corporation are: Russ Warren and Lucy Warren, 13 Highwood Ridge Trail, Ormond Beach, FL 32174.

IN WITNESS WHEREOF, the undersigned incorporators, who are natural persons and who are competent to contract under the laws of Florida, by these presents do hereby execute, acknowledge, and cause to be delivered to the Florida Department of State these Articles of Incorporation of:

RUSS AND LUCY, INC.


and he requests that the Department of State file these Articles, as of the date and time indicated in Article II hereof, in accordance with Chapter 607, Florida Statutes; accordingly, the undersigned incorporators do hereunto set their hands and seals at Holly Hill, Volusia County, Florida, this 17th day of October, 2000.



RUSS WARREN


LUCY WARREN

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



RUSS WARREN
As Registered Agent

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation of RUSS AND LUCY, INC. were acknowledged before me by Russ Warren and Lucy Warren, who are personally known to me or who presented personally known for identification this 17th day of October, 2000, 1999.



Billie K. Moore
MY COMMISSION # CC905930 EXPIRES
November 2, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

Billie K. Moore
Notary Public
State of Florida at Large

My commission expires:

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Acceptance of Designation of Registered Agent of RUSS AND LUCY, INC. was acknowledged before me by Russ Warren, as Registered Agent, who is personally known to me this 17th day of October, 2000.



Billie K. Moore
MY COMMISSION # CC905930 EXPIRES
November 2, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

Billie K. Moore
Notary Public
State of Florida at Large

My commission expires:

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TALLAHASSEE, FLORIDA