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ACCOUNT NO. : 072100000032

REFERENCE : 896102 81597A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 13 PM 1:35

ORDER DATE : November 13, 2000

ORDER TIME : 11:23 AM

ORDER NO. : 896102-005

CUSTOMER NO: 81597A

CUSTOMER: Jamie B. Greusel, Esq
Berry & Greusel

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-11/13/00--01063--009
*****87.50 *****87.50

Chamber Of Commerce Plaza
1104 North Collier Boulevard
Marco Island, FL 34145

DOMESTIC FILING

NAME: TUTTI FRUTTI OF MARCO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

RECEIVED
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11/13/00

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
TUTTI FRUTTI OF MARCO, INC.

I. NAME

The name of the corporation is TUTTI FRUTTI OF MARCO, INC.

II. TERM OF EXISTENCE

This corporation shall have perpetual existence.

III. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the Laws of the State of Florida.

IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, all shares, having a par value of One Dollar (\$1.00) per share.

V. PREEMPTIVE RIGHTS

The Stockholders of this corporation shall have preemptive rights as to any officer for the sale of shares of this corporation to third parties or individual shareholders of this corporation.

VI. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 1104 N. Collier Blvd., Marco Island, Florida 34145. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VII. INITIAL REGISTERED AGENT

The initial registered agent of the corporation is JAMIE B. GREUSEL, c/o Berry & Greusel, 1104 N. Collier Blvd., Marco Island, Florida 34145.

VIII. DIRECTORS

This corporation shall have one director initially. The number of directors, may, from time to time, be increased by By-Laws adopted by the stockholders. The name and address of the first member of the Board of Directors is Jamie B. Greusel, c/o Berry & Greusel, 1104 North Collier Boulevard, Marco Island, Florida 34145.

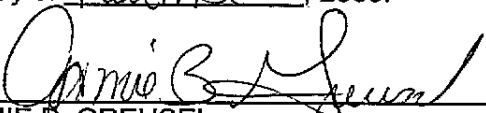
IX. SUBSCRIBER AND INCORPORATOR

The subscriber and incorporator to these Articles of Incorporation is Jamie B. Greusel, c/o Berry & Greusel, 1104 North Collier Boulevard, Marco Island, Florida 34145.

X. AMENDMENTS

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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders and all the directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

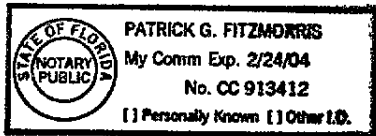
IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation on the 10th day of November, 2000.

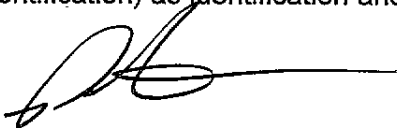

JAMIE B. GREUSEL

COUNTY OF COLLIER
STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 10 day of
November, 2000 by Jamie B. Greusel, who is personally known to me or who has
produced _____ (type of identification) as identification and who did
(did not) take an oath.

(SEAL)



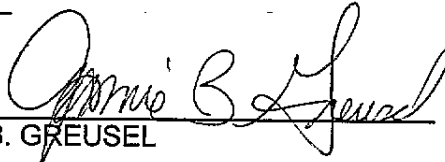

Notary Public PATRICK FITZMORRIS
(typed name)
My Commission Expires:
Commission # _____

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

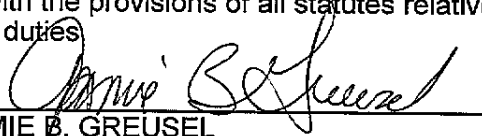
In compliance with Section 48.091 and 607.0501, Florida Statutes the following is
submitted:

TUTTI FRUTTI OF MARCO, INC. desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at Marco Island, Florida 34145, has
named Jamie B. Greusel, Berry & Greusel, 1104 N. Collier Blvd., Marco Island, Florida
34145 as its agent to accept service of process within Florida.

Date: November 4, 2000


JAMIE B. GREUSEL

Having been named to accept Service of Process for the above stated
corporation, at the place designated in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties


JAMIE B. GREUSEL

This instrument prepared by:

BERRY & GREUSEL, Attorneys at Law
1104 N. Collier Blvd.
Marco Island, Florida 34145
(941) 394-8111

FILED
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