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FLORIDA PROFIT CORPORATION OR P.A.

Uschi's Emporium, Inc.

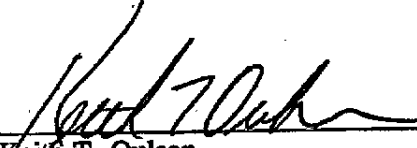
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**ARTICLE VII - INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Notwithstanding the foregoing, the liability of the directors, officers, employees or agents of the Corporation shall not be eliminated with respect to omissions which involve a violation of the criminal law, a transaction from which the director, officer, employee, or agent derives an improper personal benefit or the willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of December, 2000.

  
\_\_\_\_\_  
Keith T. Oulson  
Incorporator


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

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

That Uschi's Emporium, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Keith T. Oulson, located at 12767 Bentwater Drive, Jacksonville, Florida 32246, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Keith T. Oulson  
Incorporator  
  
12/19/00  
\_\_\_\_\_  
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Keith T. Oulson hereby agrees to act in this capacity, and Keith T. Oulson further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
\_\_\_\_\_  
Keith T. Oulson  
  
12/19/00  
\_\_\_\_\_  
Date

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