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LAW OFFICES OF J. BLAN TAYLOR

2272 Airport Road So. #101
Naples, Florida 34112
TEL. (941) 775-3611
FAX (941) 774-0028

FILED
00 DEC 18 AM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

December 15, 2000

Florida Dept. of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Bad Bellies, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and a Certificate of Designation of Registered Agent/Registered Office for the above-named corporation. Also enclosed is a check in the amount of \$70.00 to cover the filing fees for incorporation of Bad Bellies, Inc.

Please forward the receipt of filing to the undersigned at the address listed above.

Thank you for your assistance.

Very truly yours,


J. BLAN TAYLOR

JBT/lmg
cc: Indicated Above

CB 12-23

**ARTICLES OF INCORPORATION
OF
BAD BELLIES, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

BAD BELLIES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

749; 95th Avenue North, Naples, Florida, 34110

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES @ ONE (\$1.00) DOLLAR PER SHARE

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

BRUCE L. WORKMAN
749; 95th Avenue North, Naples, Florida 34110

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

BRUCE L. WORKMAN
749; 95th Avenue North, Naples, FL 34110

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 20th day of November, 2000.


Signature

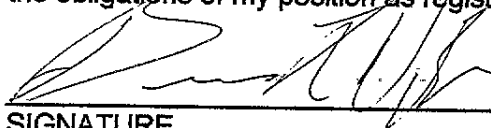
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BAD BELLIES, INC.
2. The name and address of the registered agent and office is:

BRUCE L. WORKMAN
749; 95th Avenue North, Naples, FL 34110

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

 DATED: 11/20/00
SIGNATURE

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TALLAHASSEE, FLORIDA