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J. MARVIN GUTHRIE, P. A.

ATTORNEY AT LAW

SUITE 101

1230 SOUTH MYRTLE AVENUE
CLEARWATER, FLORIDA 33756

FILED

01 JAN 23 PM 4:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE

(727) 449-1600

TELECOPIER

(727) 449-0081

J. MARVIN GUTHRIE
BOARD CERTIFIED IN TAXATION

January 18, 2001

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32301

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-01/23/01--01060--019
*****131.25 *****87.50

Re: Robert Alli Enterprises, Inc.

Dear Sir or Madam:

Enclosed herewith for filing are the Articles of Incorporation and designation of Registered Agent for the above-referenced corporation.

Also enclosed is this firm's check made payable to your order in the amount of \$131.25 to cover the following:

Filing Fee	\$ 35.00
Certificate of Good Standing	8.75
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
	\$131.25

We would appreciate your forwarding the certified copy of the Articles and the Certificate of Good Standing to this office.

Very truly yours,

J. Marvin Guthrie

JMG:scd
Enclosures

1-24-01

ARTICLES OF INCORPORATION
OF
ROBERT ALLI ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

NAME.

The name of this corporation shall be ROBERT ALLI ENTERPRISES, INC., and the initial principal office and mailing address of the corporation shall be 11625 Walsingham Road, Largo, FL 34648.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation shall be authorized to issue two classes of stock: Class A voting common stock and Class B non-voting common stock. Said classes of stock shall be identical in all respects except that shareholders owning Class B non-voting common stock shall have no voting rights of any kind or nature

whatsoever. The par value and authorized issue of such classes of stock are as follows:

	<u>Par Value</u>	<u>Authorized Shares</u>
Class A voting common	\$1.00 per share	10,000
Class B non-voting common	\$1.00 per share	10,000

V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11625 Walsingham Road, Largo, FL 34648 and the name of the initial registered agent of this corporation at that address is Robert Alli.

VI.

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Robert Alli	11625 Walsingham Road Largo, FL 34648
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VII.

INCORPORATOR

The name and address of the person signing these Articles is:

Robert Alli	11625 Walsingham Road Largo, FL 34648
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VIII.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IX.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

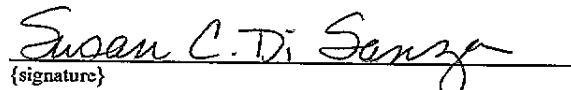
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of January, A.D. 2001.


Robert Alli

STATE OF FLORIDA
COUNTY OF PINELLAS

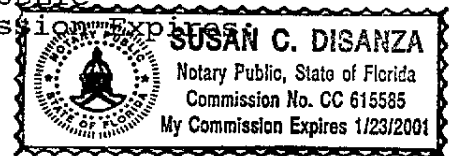
BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared ROBERT ALLI, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 18th day of January, A.D. 2001.


{signature}

Susan C. Di Sanza
{printed name}

NOTARY PUBLIC
My Commission Expires



MARVIN GUTHRIE,
P. A.
ATTORNEY AT LAW
30 MYRTLE AVENUE SOUTH
SUITE 101
CLEARWATER, FLORIDA 33756
(727) 449-1600

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That ROBERT ALLI ENTERPRISES, INC. desiring to
organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of
Incorporation at City of Largo, Florida, County of Pinellas,
State of Florida, has named Robert Alli, 11625 Walsingham
Road, Largo, FL 34648, County of Pinellas, State of Florida,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the
above stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.

BY:


Robert Alli

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