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To:

Division of Corporations
Fax Number : (850) 205-0361

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

t & l's loveshack, inc.

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01 MAY 30 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight

MAY 31 2001

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(B)

ARTICLES OF INCORPORATION

OF

T & L'S LOVESHACK, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is T & L'S LOVESHACK, INC..

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage in or transact any or all lawful activities of businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 per value common stock, which shall be designated as "common shares".

David W. Schmidt
100 NE Fifth Avenue
Delray Beach, FL 33483
Fla. Bar No. 355062

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TALLAHASSEE, FLORIDA

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 N.E. Fifth Avenue, Delray Beach, Florida, and the name of the initial registered agent of this corporation is David W. Schmidt.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall be never less than one (1). The name and address of the initial director for this corporation are:

David W. Schmidt
100 NE Fifth Avenue
Delray Beach, Florida 33483

ARTICLE VII - INCORPORATOR

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

David W. Schmidt
100 NE Fifth Avenue
Delray Beach, Florida 33483

ARTICLE VIII - MAILING ADDRESS OF CORPORATION

The initial mailing address for this corporation is: 9 NE 2nd Street, Delray Beach, Florida 33484.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - PREEMPTIVE RIGHTS

The holders of shares of stock shall have preemptive rights to purchase any shares of the Corporation hereafter issued in proportion to their holdings for the stock to be issued.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of May, 2001.



David W. Schmidt

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared David W. Schmidt, known to me and known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 30th day of May , 2001.


NOTARY PUBLIC
Print Name:
State of Florida
My commission expires:
(SEAL)

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

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

First - that T & L'S LOVESHACK, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named DAVID W. SCHMIDT, located at 100 N.E. Fifth Avenue, Delray Beach, Florida, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

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 provisions of said Act relative to keeping open said office.


DAVID W. SCHMIDT
Registered Agent

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TALLAHASSEE, FLORIDA

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