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LAW OFFICES
GEORGE R. McLAIN, CHARTERED
SOUTHTRUST BANK PLAZA
1800 SECOND STREET, SUITE 717
SARASOTA, FLORIDA 34236

GEORGE R. McLAIN
BOARD CERTIFIED
CIVIL TRIAL LAW

TELEPHONE: (941) 365-4174
FACSIMILE: (941) 366-4741

July 5, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/09/01--01055--007

****122.50 *****78.75

Re: The Room Upstairs Enterprises, Inc.

Gentlemen:

Enclosed herewith for filing are an original and one copy of the Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50, to cover the following:

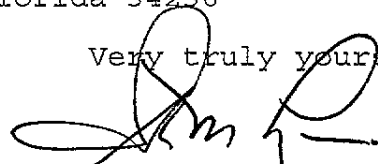
1.	Filing Fee:	\$35.00
2.	Certified Copy of Articles:	52.50
3.	Registered Agent Designation:	<u>35.00</u>
		\$122.50

FILED
01 JUL -9 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the original Articles and forward a certified copy of the Articles to:

George R. McLain
George R. McLain, Chartered
1800 Second Street, Suite 717
Sarasota, Florida 34236

Very truly yours,


George R. McLain

GRM/tln
Enclosures

D. BROWN JUL 11 2001 ✓

ARTICLES OF INCORPORATION
OF
THE ROOM UPSTAIRS ENTERPRISES, INC.

FILED
01 JUL -9 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME. The name of the corporation is THE ROOM UPSTAIRS ENTERPRISES, INC.

ARTICLE II.

PRINCIPAL OFFICE. The principal place of business and mailing address of this corporation shall be: 4417 Mink Road, Sarasota, Florida 34235.

ARTICLE III.

DURATION. The corporation shall exist perpetually.

ARTICLE IV.

PURPOSE. The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V.

CAPITAL STOCK. The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 7,000 shares, having a par value of \$1.00 per share, all of which shall be common shares; said common shares have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI.

INITIAL REGISTERED AND AGENT AND ADDRESS. The name and address of the initial registered agent is: George R. McLain, Esq., 1800 Second Street, Suite 717, Sarasota, Florida 34236.

ARTICLE VII.

INCORPORATOR. The name and street address of the incorporator to these Articles of Incorporation is: Cynthia G. Stults, 4417 Mink Road, Sarasota, Florida 34235.

ARTICLE VIII.

BOARD OF DIRECTORS. The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of the Corporation are:

Cynthia G. Stults, 4417 Mink Road, Sarasota,
Florida 34235

ARTICLE IX.

AMENDMENT. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter

prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation. The Board of Directors shall have the power to adopt, alter, or repeal the By-Laws.

ARTICLE X.

CORPORATE EXISTENCE. This Corporation shall commence its existence upon the filing with the Secretary of State of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Sarasota, Florida, this 3 day of July, 2001.

Cynthia G. Stults
Cynthia G. Stults

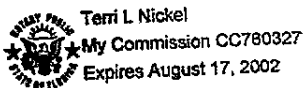
STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 3 day of July, 2001.

Terri L. Nickel
Notary Public

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
01 JUL -9 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 The Room Upstairs Enterprises, Inc.

2. The name and address of the registered agent and office is George R. McLain, Esq., 1800 Second Street, Suite 717, Sarasota, Florida 34236.

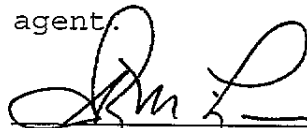


Cynthia G. Stults
Corporate Officer

Title: Director

Date: 7-3-2001

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the 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.


George R. McLain

Date 7/3/2001