

PO 1000084268

LAW OFFICE

STEPHEN M. FEIDELMAN, P.A.

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August 23, 2001

Via Federal Express

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

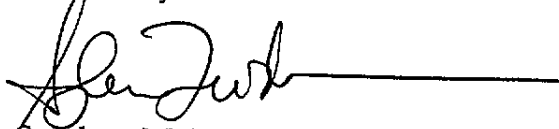
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*****78.75 *****78.75

RE: Articles of Incorporation of Uncle Freddy, Inc.

Dear Sir or Madam:

Please find enclosed our Check No. 2050, of even date, in the amount of Seventy-eight Dollars and Seventy-Five Cents (\$78.75), in payment for filing fees for the enclosed Articles of Incorporation and for a certified copy thereof regarding the above-referenced business.

Yours truly,


Stephen M. Feidelman

Enclosures: As stated

FILED
01 AUG 24 PM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-27-01
MC

**ARTICLES OF INCORPORATION
OF
UNCLE FREDDY, INC.**

FILED
01 AUG 24 PM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. NAME

The name of this corporation is **UNCLE FREDDY, INC.**

ARTICLE 2. PRINCIPAL PLACE OF BUSINESS

The initial mailing address of the corporation shall be 16 Dogwood Road, Hollywood, FL 33021.

ARTICLE 3. PURPOSE

This for profit corporation is organized for any lawful purpose pursuant to The Florida Business Corporation Act, §607.0301, Florida Statutes.

ARTICLE 4. SHARES

This corporation is authorized to issue and have outstanding at any one time 100 shares of common stock with no par value which shall be designated "common shares".

ARTICLE 5. INITIAL BOARD OF DIRECTORS

This corporation shall have no directors initially, and designates **MADLINE McCONNELL** as the person or persons who will perform the duties of a board of directors. In the event the number of shareholders of this corporation exceeds Thirty-Five (35), this corporation shall have the initial number of directors as are set forth in the By-Laws, which may also set forth the manner by which the directors shall be elected.

**ARTICLE 6. INITIAL REGISTERED AGENT
AND STREET ADDRESS**

This corporation designates **MADLINE McCONNELL**, at 16 Dogwood Road, Hollywood, FL 33021, as its initial registered agent.

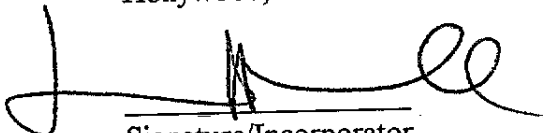
**ARTICLE 7. INDEMNIFICATION OF
OFFICERS AND DIRECTORS**

Every Officer and every Director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, and all fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an Officer or Director of the corporation, whether or not he is an Officer or Director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Officer or Director may be entitled.

ARTICLE 8. INCORPORATOR

The name and address of the person(s) signing these articles is/are:

Madeline McConnell
16 Dogwood Road
Hollywood, FL 33021

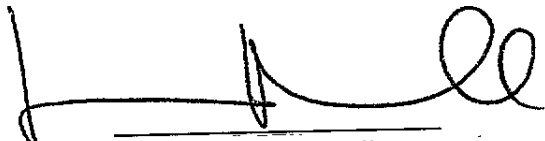


Signature/Incorporator

8-22-01

Date

Having been designated as registered agent and named 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.



Madeline McConnell
Registered Agent

8-22-01

Date