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LAW OFFICES OF AGNES CHAU, P.A.

1801 E. Colonial Drive, Suite 168, Orlando, Florida 32803
Tel: 407-228-0778 Fax: 407-228-0978

FILED

01 DEC -6 AM 8:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 5, 2001

VIA EXPRESS MAIL
Division of Corporation
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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

Re: Incorporation of MARCHAN'S, INC.

Dear Sir/Madame:

Enclosed please find an original Articles of Incorporation of Marchan's, Inc. Please kindly file the said Articles with the Department of State. We would also like to request a Certificate of Status of Marchan's, Inc. after it is incorporated. We have enclosed a money order of \$78.75 to cover the cost of filing and the Certificate of Status.

If you have any questions regarding this matter, please do not hesitate to contact me. Thank you for your kind assistance.

Sincerely,


Agnes Chau, Esq.

Enclosures

C. BLALOCK DEC 10 2001

**ARTICLES OF INCORPORATION
OF
MARCHAN'S, INC.**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, acting as sole incorporator of MARCHAN'S, INC. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is MARCHAN'S, INC.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 5488 White Heron Place, Oviedo, FL 32765. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 1801 E. Colonial Drive, Suite 168, Orlando, Florida 32803.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 1801 E. Colonial Drive, Suite 168, Orlando, Florida 32803, and the initial Registered Agent at such address is Agnes Chau.

ARTICLE VI
BOARD OF DIRECTORS

The number of Directors constituting the Board of Directors of the corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as initial Director until the first annual meeting of the shareholders of the corporation or until successor Directors is elected and shall qualify is as follows:

Ryan W. Marchan
5488 White Heron Place
Oviedo, FL 32765

Suzanne P. Marchan
5488 White Heron Place
Oviedo, FL 32765

ARTICLE VII
TERM OF CORPORATE EXISTENCE

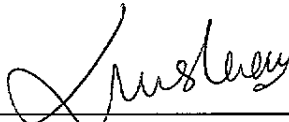
The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the corporation is:

Agnes Chau
Law Offices of Agnes Chau, P.A.
1801 E. Colonial Drive, Suite 168
Orlando, FL 32803

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 5th day of December, 2001.



Agnes Chau, Incorporator

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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 5th day of December, 2001.



Agnes Chau, Registered Agent