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December 11, 2001

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

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: LUV, INC.

To whom it may concern:

Enclosed please find the original and one copy of Articles of Incorporation for the above-referenced corporation, and an Acceptance by Registered Agent, along with a check made out in the amount of \$78.75 for your fee.

Please file the articles and return the Certificate and charter to me at the address on the letterhead of this letter. Should you have any questions, please contact me at that same address or the above telephone number.

Sincerely Yours,



Gregory B. Seeley
Attorney for Incorporator

GBS/gh
Enclosures: (as stated above)
cc: File, Client

FILED
01 DEC 10 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH DEC 11 2001



ARTICLES OF INCORPORATION
OF
LUV, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person and competent to contract for purposes of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for said corporation.

ARTICLE I: NAME

The name of the Corporation shall be "LUV, INC."

ARTICLE II: PURPOSE

The purpose for which this corporation is organized is for practicing and transacting any and all lawful business.

ARTICLE III: DURATION

This corporation shall have perpetual existence.

ARTICLE IV: CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares with no par value.

ARTICLE V: PRINCIPAL OFFICE

The initial Principal Office of the corporation in Florida is 105 - 11th Avenue, #4, St. Pete Beach, Florida 33706.

ARTICLE VI: REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Agent and Registered Office of the corporation is Lani J. Daniels, Jr. at: 105 - 11th Avenue, #4, St. Pete Beach, Florida 33706.

ARTICLE VII: INCORPORATORS

The names and addresses of the Incorporators are:

President: Lani J. Daniels, Jr.: 105 - 11th Avenue, #4, St. Pete Beach, Florida 33706; and
Vice President & Treasurer: Charles E. Terzian, 105 - 11th Avenue, #4, St. Pete Beach, Florida 33706.

ARTICLE VIII: DIRECTORS

Corporate business shall be managed by the shareholders of the corporation, rather than by a board of directors.

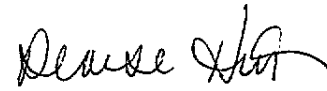
IN WITNESS WHEREOF the Incorporators have hereunto set their hands on this 9 day of November, 2001.


LANI J. DANIELS, JR.
Incorporator

St. of Florida
CO of Pinellas
FLD-DS42-530-73-187-0

Lani J. Daniels, Jr., who is either personally known to me or has produced a driver's license as identification, appeared and signed these Articles of Incorporation on this 9 day of November, 2001.




Notary Public, State of Florida


My Commission Expires:


CHARLES E. TERZIAN
Incorporator



St. of Florida
CO of Pinellas
FLD-T625-145-72-007-0

Charles E. Terzian, who is either personally known to me or has produced a driver's license as identification, appeared and signed these Articles of Incorporation on this 9 day of November, 2001.


Notary Public, State of Florida

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation and position of REGISTERED AGENT for "LUV, INC.", on this 9 day of November, 2001.

WITNESSES:

E John M. ...
George ...
DAVIDEL LARSEN

Lani J. Daniels, Jr.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
 :
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Lani J. Daniels, Jr., to me well known to be the person described in and who executed the foregoing Articles of Incorporation as Registered Agent, and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal, this 9 day of November, 2001.

State of Florida
County Pinellas

Denise Hawthorn
Notary Public, State of Florida

My Commission Expires:

