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BANKRUPTCY CREDITOR'S RIGHTS

†ALSO ADMITTED IN ALABAMA & GEORGIA

January 8, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

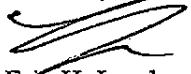
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In Re: UNCLE BABO'S, INC.

To Whom It May Concern:

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$70.00 for the filing fee. Should you have any questions, do not hesitate to contact me.

Sincerely,


Erin H. Larabee

/ehl
Enclosures

FILED
2002 JAN 14 PM 1:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

UNCLE BABO'S, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: UNCLE BABO'S, INC. This Corporation is being formed for any lawful purpose.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 532 Duval Street, Florida 33040.

ARTICLES III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of no par value.

ARTICLES IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:


David Imbaro
11 Whistling Duck
Key West, Florida 33040

ARTICLES V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

David Imbaro
11 Whistling Duck
Key West, Florida 33040

The undersigned has executed these Articles of Incorporation this 7th day of January, 2002.



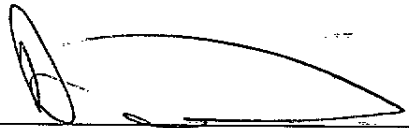
DAVID IMBARO
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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 UNCLE BABO'S, INC.
2. The name and address of the registered agent and office is:

David Imbaro
11 Whistling Duck
Key West, FL 33040

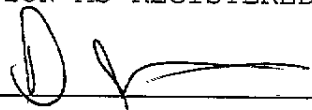


DAVID IMBARO

TITLE: Incorporator

DATE: January 7th, 2002

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.



DAVID IMBARO

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2002 JAN 14 PM 1:32
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TALLAHASSEE FLORIDA