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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY

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Phone : (850) 521-1000

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DIVISION OF CORPORATIONS**

FLORIDA PROFIT CORPORATION OR P.A.

TUBBY USA, INC.

Certificate of Status	0
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P. 002
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SECRETARY OF STATE
DIVISION OF CORPORATIONSARTICLES OF INCORPORATION
OF
TUBBY USA, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act:

1. The corporate name for the corporation is TUBBY USA, INC. (hereinafter called "the Corporation").
2. The street address, wherever located, of the principal office of the Corporation is: 8831 Bay Villa Ct., Orlando, FL 32836. The mailing address, wherever located, of the Corporation is: P.O. Box 692245, Orlando, FL 32869-2245.
3. The under of shares that the Corporation is authorized to issue is One Thousand (1,000), all of which are of a par value of \$1.00 each and are of the same class and are Common Shares.
4. The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.
5. The name and address of the incorporator is Cecil S. Mathis, 14180 Dallas Parkway, Suite 508, Dallas, Texas 75254-4371.
6. No shareholder shall have any pre-emptive right to purchase shares of the corporation.
7. Cumulative voting is expressly prohibited. Directors shall be elected by majority vote of the shares represented at any meeting at which a quorum is present.
8. The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.
9. The duration of the Corporation shall be perpetual.
10. The name and address of the Corporation's initial director is: Michelle Rudman, 8831 Bay Villa Ct., Orlando, FL 32836.
11. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or

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covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote or shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

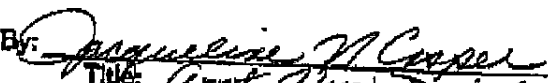
12. Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

SIGNED on this 21st day of January, 2002.


Cecil S. Mathis, Incorporator

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

CORPORATION SERVICE COMPANY

By: 
Title: Act. Vice President

Dated: 1/22/02

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