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02 FEB 25 AM 8:15

SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 1, 2002

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

Dear Sir or Madame:

Enclosed is the completed Articles of Incorporation of MEL'S INC.- original and one copy and a check in the amount of \$122.50 made payable to the Division of Corporations.

Please process and file the Articles of Incorporation for MEL'S INC. in the customary manner.

Should you have any questions on this matter please contact me at (727) 585-7770. Thank you for your timely processing of these articles.

Sincerely,

Diane M Grover

Diane M Grover

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

Mel's Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME AND MAILING ADDRESS

The name of the Corporation shall be:

MEL'S INC.

The mailing address is:

**105 Crestwood Lane
Largo, Florida 33770**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida as presently enacted and as may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent is:

**Diane M Grover
105 Crestwood Lane
Largo, Florida 33770**

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially, the number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the initial director of the corporation who shall serve until a successor is duly elected and qualified is as follows:

**Diane M Grover, PRESIDENT
105 Crestwood Lane
Largo, Florida 33770**

ARTICLE VII - INCORPORATORS

The name and address of the initial subscriber signing these Articles of Incorporation is as follows:

**Diane M Grover
105 Crestwood Lane
Largo, Florida 33770**

ARTICLE VIII - RESTRICTIONS ON THE SALE OF STOCK

NAME	# OF SHARES
Diane M Grover	(100) ONE HUNDRED

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholder of this Corporation.

ARTICLE IX - ADOPTION OF BYLAWS

A special meeting of the scribes or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the corporation and the adoption of the Bylaws and the transaction of such other business as may come before the meeting.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

ARTICLE XII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, The undersigned subscriber has executed these Articles of

Incorporation on this 22 day of February 2002.

Diane M Grover
(Signature)

STATE OF FLORIDA

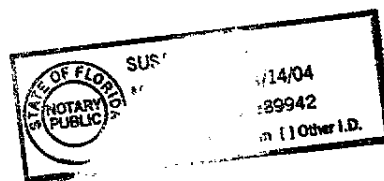
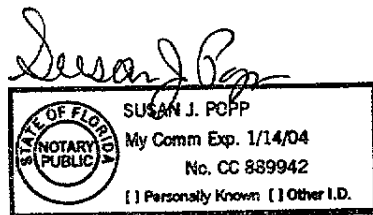
COUNTY OF PINELLAS

BEFORE ME, personally appeared **Diane M Grover**, who, being first duly sworn, deposes and says that he is the individual described in and executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose herein expressed.

WITNESS MY hand and official seal in the County and State named

above this 22 day of February 2002.

My commission expires:



FILED
02 FEB 25 AM 8:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Mel's Inc.

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles at:

**105 Crestwood Lane
Largo, Florida 33770**

has named Diane M Grover located at the aforesaid address, as its Registered Agent to accept services of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Diane M. Grover
(Signature)

2/22/02
(Date)