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BRADENTON, FLORIDA 34210

WILLS, TRUSTS, AND ESTATES
REAL ESTATE
TITLE INSURANCE

June 18, 2002

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

RE: GATOR BABIES, INC.

Ladies and Gentlemen:

Please find enclosed:

Articles of Incorporation
Designation of Registered Agent
Check for \$78.75.

600005924306--7
-06/24/02--01049--015
*****78.75 *****78.75

Please provide a certified copy of the Articles of Incorporation.

Thank you for your assistance.

Sincerely,



Jeffrey S. Goethe

cc: Client

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
02 JUN 24 AM 8:55

6-26-02

ARTICLES OF INCORPORATION
FOR
GATOR BABIES, INC.

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be GATOR BABIES, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of this corporation shall be:

27101 Crosby Road
Myakka City, Florida 34251

The mailing address shall be:

27101 Crosby Road
Myakka City, Florida

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OFFICE OF CORPORATIONS
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ARTICLE III - SHARES

The number of outstanding shares that this corporation is authorized to have outstanding at any one time is: 1000 (one- thousand)

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jeffrey S. Goethe
3651 Cortez Road West, Suite 300
Bradenton, Florida 34210

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

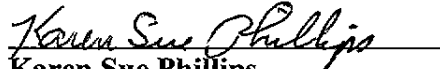
Karen Sue Phillips
27101 Crosby Road
Myakka City, Florida 34251


Jeffrey S. Goethe
3651 Cortez Road West, Suite 300
Bradenton, Florida 34210

ARTICLE VI - PURPOSE

The initial purpose of this corporation is any and all business purposes allowed under the laws of Florida.

12 The undersigned incorporator(s) has(have) executed these Articles of Incorporation this day of June, 2002.


Karen Sue Phillips
27101 Crosby Road
Myakka City, Florida 34251


Jeffrey S. Goethe
3651 Cortez Road West, Suite 300
Bradenton, Florida 34210

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

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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 "GATOR BABIES, INC."
2. The name and address of the registered agent and office is:

Jeffrey S. Goethe
3651 Cortez Road West, Suite 300
Bradenton, Florida 34210

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 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.


Jeffrey S. Goethe

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02 JUN 24 AM 8:56