

MICHAEL A. CROAK, P.A.

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P02000113366

October 18, 2002

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for:
FOXIE ROXIE, INC.

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-10/21/02--01078--018
*****78.75 *****78.75

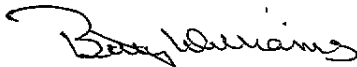
Dear Sirs/Ladies:

Please find enclosed for filing the original and one copy of the Articles of Incorporation for the above referenced corporation along with my check in the amount of \$78.75 for the filing fee.

If all is in order, I would request that the Articles of Incorporation be properly filed and that the Certificate of Incorporation and certified copy of the Articles be forwarded to our office at the above address.

Thank you in advance for your prompt attention to this matter.

Sincerely,



Betty Williams
Secretary to Michael A. Croak

FILED
02 OCT 21 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/bw
Enclosure

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ARTICLES OF INCORPORATION
OF
FOXIE ROXIE, INC.

FILED
02 OCT 21 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is FOXIE ROXIE, INC.

ARTICLE II

The corporation will be located at: 35219 Haines Creek Road
Leesburg, Florida 34788

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the general purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The corporation is authorized to issue a maximum number of 1,000 shares of the par value of \$1.00 per share, all of which shall be common stock.

The shareholders of the corporation entitled to vote may enter into written agreements subjecting the disposition or transfer of any or all common stock of the corporation to reasonable restraint by sale, assignment, pledge, will, intervivos gift, or any other method of transfer or encumbrance of said stock.

In the event that the holders of common stock of the corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of the corporation, such stock shall not be eligible for transfer on the books of the corporation unless and until all of the terms and conditions of such agreement are met.

Transfers of any class of stock of the corporation shall only be transferable upon the books of the corporation.

ARTICLE V

The initial registered office, and the principal office in this state of the corporation is 35219 Haines Creek Road, Leesburg, Florida 34788 and the mailing address is 35219 Haines Creek Road, Leesburg, Florida 34788, and the name of the initial Registered Agent at such address is Marilyn Mahnken, who by execution hereof acknowledges that she is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.

ARTICLE VI

The corporation shall initially have two (2) director(s), but the bylaws may provide for such increase or decrease in number thereof as is authorized by law.

The Board of Directors of the corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by them to the corporation, in whatever capacity.

The name and street address of the member of the first Board of Directors is as follows:

NAME	ADDRESS
Marilyn Mahnken	35219 Haines Creek Road Leesburg, Florida 34788
David K. Mahnken	35219 Haines Creek Road Leesburg, Florida 34788

ARTICLE VII

The corporation shall have a President and Secretary/Treasurer, each of whom may be members of the Board of Directors, and the corporation may have any such other and additional officers as may be authorized by its bylaws.

ARTICLE VIII

The name and street address of the Incorporator of the Articles of Incorporation is as follows:

NAME	ADDRESS
Marilyn Mahnken	35219 Haines Creek Road Leesburg, Florida 34788

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ARTICLE IX

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE X

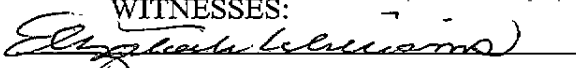
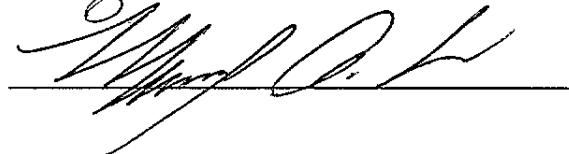
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at the shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


ARTICLE XI

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

DATED this 17th day of October, 2002.

WITNESSES:

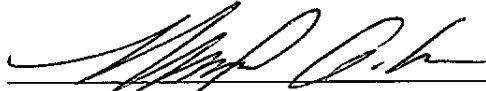




Marilyn Mahnken, Incorporator and
Registered Agent

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared MARILYN MAHNKEN to me known to be the person described as Incorporator and Registered Agent in and who executed the foregoing Articles of Incorporation and who has produced her Fl. Driver license as identification.

Witness my hand and official seal in the County and State aforesaid this 17th day of October, 2002.



Notary Public
My Comm. Exp.: _____



Michael A. Croak
MY COMMISSION # CC827278 EXPIRES
May 3, 2003
BONDED THRU TROY FAIR INSURANCE, INC.