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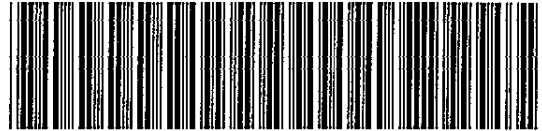
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02 NOV 25 PM 3:45
SEATTLE
TALMADGE, LORNA DA

BENITEZ & BUTCHER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

1223 East Concord Street
Orlando, Florida 32803



Gus R. Benitez
Roger B. Butcher

Telephone (407) 894-5000
Fax (407) 896-8061

Luis F. Vega-Alicea

Thursday, November 21, 2002

Victoria Roberts
Office Manager

Crystal Gray
Office Assistant

*Also admitted in Washington, D.C. and Illinois
**Also admitted in Puerto Rico

Florida Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

RE: Article of Incorporation for *Jolly Gator Corporation*.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for *Jolly Gator Corporation*. Also enclosed please find our check in the amount of \$78.75, which amount includes the following:

\$35.00	Filing Fee
\$35.00	Registered Agent Fee
\$ 8.75	Certified copy of the Articles of Incorporation (Certificate of Status)

Should you have any questions, please do not hesitate to give me a call.

Very truly yours,
BENITEZ & BUTCHER, P.A.

By: 

Gus R. Benitez

ARTICLES OF INCORPORATION
OF
Jolly Gator Corporation

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02 NOV 25 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation of such corporation:

ARTICLE ONE

The name of this corporation is ***Jolly Gator Corporation***, and its principal place of business shall be 1223 East Concord Street, Orlando, Florida 32803.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The corporation is authorized to issue 1,000 shares of capital stock, all of one class, at One Dollar (\$1.00) par value. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are contained in the By-Laws of the Corporation.

ARTICLE FIVE

The name and mailing address of the incorporator of this Corporation is as follows:

Name	Address
Agustin R. Benitez	1223 East Concord Street, Orlando, Florida 32803

The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of

ARTICLES OF INCORPORATION of Jolly Gator Corporation
Page 2

the Corporation with the office of the Secretary of State of Florida.

ARTICLE SIX

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its shareholders. In furtherance and not in limitation of the general and specific powers and rights granted and conferred by the General Corporation Act of Florida, the shareholders are expressly authorized:

- (1) To make, alter or repeal the By-laws of the Corporation.
- (2) To set apart out of any of the funds of the Corporation available for dividends as reserve or reserves for any proper purpose and to abolish any reserve in the manner in which it was created.
- (3) When and as authorized by the shareholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or part of money property including shares of stock in, and/or other securities of, any other corporation or corporations, as the shareholders shall deem expedient and for the best interests of the Corporation.

Any action required to be taken by the shareholders shall be taken in conformity with these Articles and the By-Laws to be promulgated.

(a) **QUORUM AND VOTING:** A majority of the outstanding shares of all stock entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the outstanding shares

ARTICLES OF INCORPORATION of *Jolly Gator Corporation*
Page 3

represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. Shareholders shall be deemed present at any meeting if a conference by telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used, so long as all parties to the communication are aware that the shareholders' meeting is called to order.

(b) **INFORMAL ACTION:** If all shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders.

ARTICLE SEVEN

The books of the Corporation may be kept (unless prohibited by law) outside the State of Florida, at such place or places as may be designated from time to time by the shareholders or in the By-laws of the Corporation.

ARTICLE EIGHT

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

ARTICLE NINE

The date the corporate existence of this corporation shall commence shall be November 21, 2002.

ARTICLE TEN

The Corporation reserves the right to amend, alter, change or repeal any provision

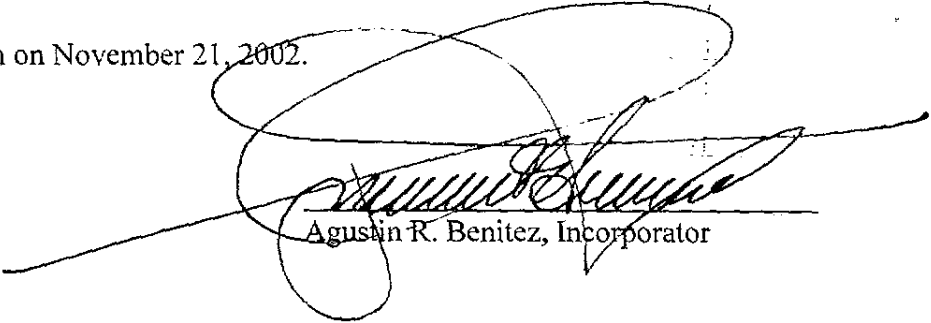
ARTICLES OF INCORPORATION of Jolly Gator Corporation

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contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true and accordingly hereunto sets his hand and seal.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on November 21, 2002.


Agustin R. Benitez, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared to me Agustin R. Benitez, who is personally known to me and who did take an oath, and who executed the foregoing Affidavit and he acknowledged before me that he executed the same freely and voluntarily and that the facts contained therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid on 21 day of November, 2002.


NOTARY PUBLIC

Victoria Roberts
Printed or typed name of Notary



(SEAL)

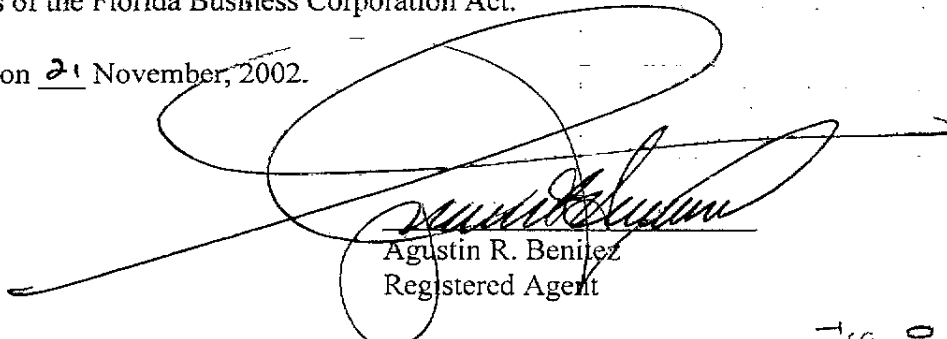
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Business Corporation Act, the following is submitted:

Jolly Gator Corporation, with its place of business at 1223 East Concord Street, Orlando, Florida 32803, has named Agustin R. Benitez, whose address is 1223 East Concord Street, Orlando, Florida 32803, as its agent to accept service of process within Florida.

Having been named to accept service of process for Jolly Gator Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of the Florida Business Corporation Act.

Dated on 21 November, 2002.



Agustin R. Benitez
Registered Agent

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02 NOV 25 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA