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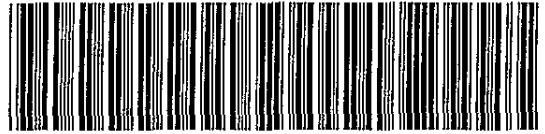
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 DEC 20 AM 10:24

FC 2002-004

DEC 26

LAW OFFICES
JAMES A. BOND, P.A.
ATTORNEY AT LAW

HARBOR FEDERAL
SAVINGS BANK BUILDING
SUITE FOUR
1251 S. W. 27TH STREET
PALM CITY, FLORIDA 34990

TELEPHONE
(561) 287-7100
FAX (561) 288-2135

December 19, 2002

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

Re: Goodfriend of South Florida, Inc.
Articles of Incorporation

Dear Sir:

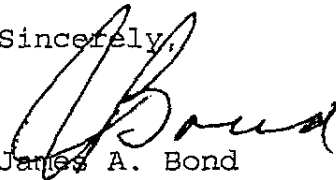
Enclosed herewith please find the original and three (3) copies of the Articles of Incorporation for the above named corporation, together with my check in the amount of \$78.75.

The acceptance of the duties and responsibilities by the Registered Agent is shown at Article V.

I have enclosed a self-addressed, stamped envelope for your convenience in returning copy to me.

If you have any questions, please do not hesitate to contact my office.

Sincerely,



James A. Bond

JAB/jo

/enclosures

ARTICLES OF INCORPORATION
OF
GOODFRIEND OF SOUTH FLORIDA, INC.

FILED
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 DEC 20 AM 10:24

ARTICLE I

The name of this Corporation shall be GOODFRIEND OF SOUTH FLORIDA, INC.

ARTICLE II

This Corporation shall exist in perpetuity.

ARTICLE III

The general nature of the business to be transacted by this Corporation is to: Manufacture, purchase or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, foodstuffs, and services of every kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V

The name of the registered agent is CLIFFORD A. GOODFRIEND, and the street address of the initial registered agent is 1108 S. W. Imperial Dr., Palm City, Florida 34990.

The Registered Agent hereby affirms that he is familiar with and accepts the duties and responsibilities of Registered Agent for said Corporation.

ARTICLE VI

This Corporation shall have one director initially, the name of the initial director is CLIFFORD A. GOODFRIEND, and his address is 1108 S. W. Imperial Dr., Palm City, Florida 34990. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation, but shall never be less than one director.

ARTICLE VII

The name and address of the subscriber of these Articles of Incorporation is CLIFFORD A. GOODFRIEND, 1108 S. W. Imperial Dr., Palm City, Florida 34990.

ARTICLE VIII

The business location and address of the corporation is 1108 S. W. Imperial Dr., Palm City, Florida 34990..

ARTICLE IX

These Articles of Incorporation may be amended in the manner prescribed by law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, or by one of the Board of Directors and approved by such Board of Directors by a majority thereof, unless all of the Directors and Stockholders sign a written statement and agreement manifesting their intention that a signed statement shall signify

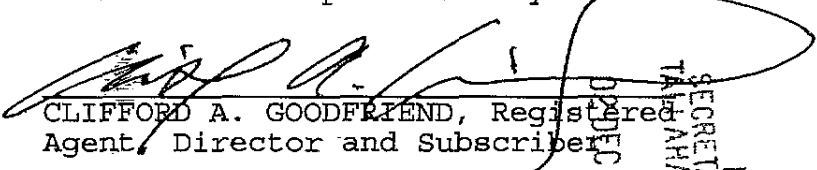
their approval of an Amendment to these Articles of Incorporation be made.

ARTICLE X

Upon the sale of any unissued or treasury stock of the corporation, each stockholder shall have the preemptive right to purchase his or her pro-rata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares shall be sold or issued.

ARTICLE XI

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


CLIFFORD A. GOODFRIEND, Registered
Agent, Director and Subscriber

STATE OF FLORIDA,

COUNTY OF MARTIN:

I HEREBY CERTIFY THAT CLIFFORD A. GOODFRIEND appeared before me and is personally known to me to be the same person whose name is signed to the foregoing instrument, or, who has produced personally known as identification, and who, under oath, acknowledged that he signed the instrument as his free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 19 day of December, 2002.

MY COMMISSION EXPIRES:


JAMES A. BOND
NOTARY PUBLIC



James A. Bond
MY COMMISSION # DD098954 EXPIRES
April 30, 2006
BONDED THRU TROY FAIR INSURANCE, INC.