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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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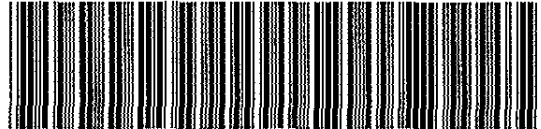
(Business Entity Name)

(Document Number)

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CORPORATIONS
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KENNETH S. DAVIS
Attorney at Law
Post Office Box 90207
Gainesville, Florida 32607
telephone (352) 372-4560
facsimile (352) 335-6268

February 10, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Nero's of Ocala, Inc.

Enclosed:

- 1) Original and one copy of Certificate of Domestication and Articles of Incorporation for Nero's of Ocala, Inc.
- 2) My check in the amount of \$78.75 for filing fee and a certified copy.

Very truly yours,

Kenneth S. Davis

enc. (s)
KSD/ksd

CERTIFICATE OF DOMESTICATION
OF
NERO'S OF OCALA, INC.

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Pursuant to Section 607.1801, for the purpose of domesticating a foreign corporation,
NERO'S OF OCALA, INC., the undersigned says:

1) NERO'S OF OCALA, INC. was first incorporated in the State of Connecticut on April
25, 1980.

2) The name of the corporation before the filing of this Certificate of Domestication was
NERO'S OF OCALA, INC.

3) The name of corporation as set forth in its articles of incorporation is NERO'S OF
OCALA, INC.

4) Prior to the filing of this Certificate of Domestication NERO'S OF OCALA, INC. was a
Connecticut corporation.

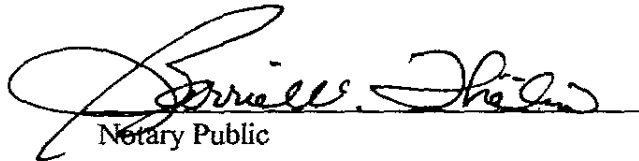
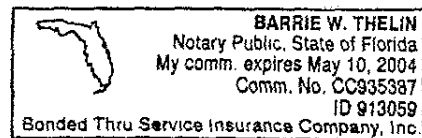
Executed this 19th day of December, 2002.



PAUL D'ALTO, President and Secretary
NERO'S OF OCALA, INC..

SWORN TO AND SUBSCRIBED by Paul D'Alto, well known to me, before me this

19th day of December, 2002.


Notary Public

ARTICLES OF INCORPORATION
OF
NERO'S OF OCALA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is NERO'S OF OCALA, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 5000, all of which shall be common shares with par value of \$1.00 each.

ARTICLE V

DIRECTORS

The corporation shall be managed by the stockholders rather than by a Board of Directors.

ARTICLE VI

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VII

REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation is 2413 NE 19th Drive, Gainesville, Florida 32609, and the name of the initial registered agent at such office is Paul D'Alto.

ARTICLE VIII

OFFICERS

The corporation shall have a President and a Secretary and such other officers as may be established in the by-laws. The Officers shall be elected by the stockholders. The Officers shall manage the affairs of the corporation.

ARTICLE IX

INCORPORATOR

The name and street address of each Incorporator is:

NAME

ADDRESS

Paul D'Alto

3005 SW 70th Lane
Gainesville, Florida 32608

IN WITNESS WHEREOF, the undersigned Incorporators have executed
these Articles of Incorporation this 19th day of December, 2002.

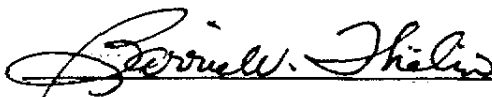

Paul D'Alto

STATE OF FLORIDA

COUNTY OF ALACHUA

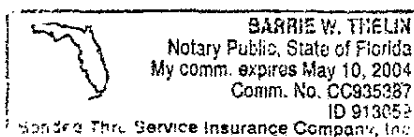
Before me, a Notary Public authorized to take acknowledgments in
the State and County set forth above, personally appeared Paul
D'Alto, well known to me and known by me to be the person who
executed the foregoing Articles of Incorporation and she acknowledged
before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affix my
official seal this 19th day of December, 2002.



Notary Public, State of Florida

My commission expires: MAY 10, 2004



NERO'S OF OCALA, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes, designating place of business or domicile for the Service of Process within this State, naming agent upon whom process may be served and names and addresses of the Officers and Directors.

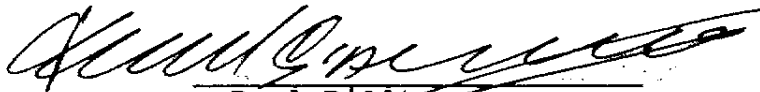
NERO'S OF OCALA, INC. a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 3005 SW 70th Lane, Gainesville, Florida 32608, has named Paul D'Alto located at 3005 SW 70th Lane, Gainesville, Florida 32608, as its agent to accept service of process within this state.

OFFICERS:

Name	Title	Address
Paul D'Alto	President/ Secretary	3005 SW 70th Lane Gainesville, Florida 32608

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.



Paul D'Alto
Resident Agent

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OFFICE OF CORPORATIONS