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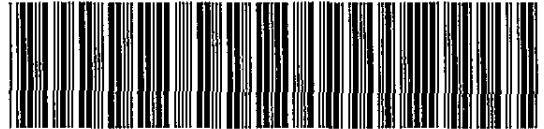
(Business Entity Name)

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2004 MAR -8 PM 12:57
TALLAHASSEE FLORIDA

3/16/04

FILED

RAYMOND RIPLEY, JR., ACCOUNTANTS, INC.

2004 MAR -8 PM 12: 57

323 Northeast 6th Avenue
P.O. Box 807, Delray Beach, Florida 33447
Telephone: (561) 272-7424 (561) 734-4454

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

*Enrolled to Practice Before the
Internal Revenue Service*

January 28, 2004

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

RE: Articles of Incorporation
MORELLI'S PRIZE, INC.

Gentlemen:

Enclosed are the notarized Articles of Incorporation for MORELLI'S PRIZE, INC., the Articles of Incorporation, and a check for \$70.00 to cover the various filing fees. Please accept these Articles of Incorporation for filing and assign the corporation a charter number.

You may send the dated copy of the articles to:

Raymond Ripley, Jr.
323 Northeast 6th Avenue
Delray Beach, Florida 33483

Thank you for your help.

Sincerely,

RAYMOND RIPLEY, JR., ACCOUNTANTS, INC.



Raymond Ripley, Jr.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE FLORIDA

MORELLI'S PRIZE, INC.

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION

The name of this corporation is ***MORELLI'S PRIZE, INC..***

ARTICLE II. NATURE OF THE BUSINESS

This corporation may engage in, acquire, own, control, and transact any and all activities permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock at a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV. ADDRESS

The street address of the principal office of the corporation shall be B-109, 2014 S. Federal, Boynton Beach, Florida 33435 and the name of the initial registered agent of the corporation shall be ***Leonard Morelli*** at B-109, 2014 S. Federal , Boynton Beach, Florida 33435

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS/INCORPORATORS

This corporation shall have *One (1)* directors initially. The number of directors may be either increased or decreased from time to time as provided in the by-laws of the Corporation, The name and street addresses of the initial members of the Board of Directors and Incorporators is:

Name

Address

Leonard Morelli

*B-109, 2014 S. Federal
Boynton Beach, Fl. 33435*

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on this *28th* day of *January 2004* This corporation shall be effective on filing of these Articles of Incorporation with the Secretary of State.

Leonard Morelli

(Subscriber)

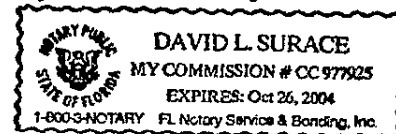
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this *January 28, 2004*

David L. Surace

Notary Public

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act.:

Morelli's Prize, Inc. desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation, in the County of
Palm Beach, State of Florida, has named Leonard Morelli, located at B-109, 2014 S.
Federal, Boynton Beach, Florida 33435 as it's agent to accept service of process within
this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation
at the place designated in this Certificate, I hereby accept to act in this capacity and agree
to comply with the provisions of said Act relative to keeping open said office.


Leonard Morelli

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CLERK OF STATE
TALLAHASSEE FLORIDA