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(Requestor's Name)

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ARTICLES OF INCORPORATION
OF
LUVY STORES, INC.

FILED
04 APR -5 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is LUVY STORES, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose of this corporation is to engage in any and all activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation is authorized to issue one thousand shares of common stock at one dollar (\$1.00) per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The name and address of the initial registered agent and office of this corporation is as follows:

REGISTERED AGENT:

Elsie C. Turner
201 Park Place, Suite 204
Altamonte Springs, FL 32701

INITIAL OFFICE:

The street address of the principal office of the Corporation is 1450 Sky Eagle Cove, Lake Mary, FL 32746. The mailing address of the corporation is the same as the Initial Office address.

ARTICLE VI

This corporation shall have one (1) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by laws of the corporation in the manner provided by law.

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Anthony Pinto	1450 Sky Eagle Cove Lake Mary, FL 32746

ARTICLE VII

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Anthony Pinto	. 1450 Sky Eagle Cove Lake Mary, FL 32746

ARTICLE VIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

No shareholder of this corporation may assign or sell shares in contravention of any provision in the by laws or shareholders' agreement of the corporation. In the absence of any such provision, no shareholder of this corporation may assign or sell shares without first offering the corporation an opportunity to acquire his or her shares.

ARTICLE X

This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for in the by laws of this corporation and pursuant to Section 607.0850, Florida Statutes, as amended.

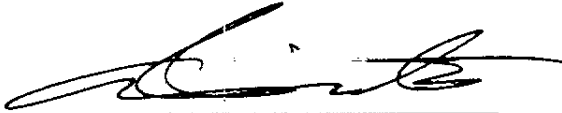
ARTICLE XI

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five (75) persons. Stock will be issued and transferred only to (a) natural persons, (b) estates, or (c) a trust as described in title 26 U.S.C. §1361 et seq. (Subchapter S) defining a qualified "small business corporation". In addition , no stock shall be issued or transferred to a nonresident alien.

ARTICLE XII

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of the stock of any stock that the corporation may issue or sell, whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this ___ day of March, 2004.



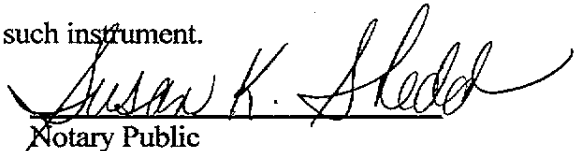
ANTHONY PINTO, Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

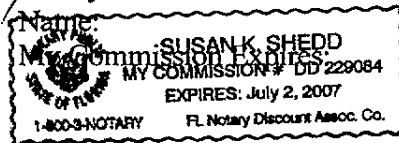
The foregoing instrument was acknowledged before me this 30 day of March, 2004, by ANTHONY PINTO who produced identification:

drivers license

and who acknowledged before me that he executed such instrument.



Notary Public



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation as the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



ELSIE C. TURNER
Registered Agent

Date March 30, 2004

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ADJUTANT OF STATE
TALLAHASSEE, FLORIDA