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(Requestor's Name)

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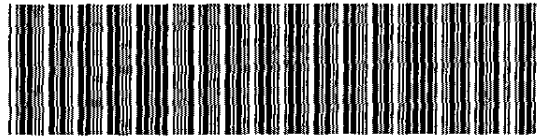
(Business Entity Name)

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07/29/04--01030--018 **78.75

04 JUL 29 PM 1:46
STATE OF NEW YORK
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State of Florida
Department of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32301

July 27, 2004

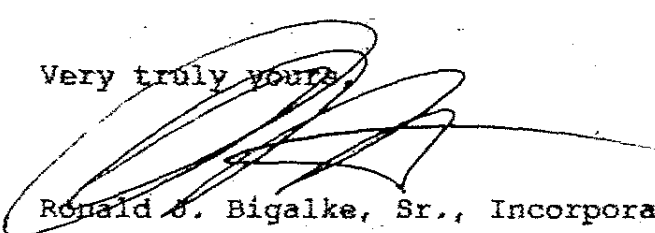
Re: **LIL' DARLINS II OF OLDTOWN, INC.**

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced company. Please file the original in your offices and certify and return to us a certified copy.

We are enclosing our check in the amount of \$78.75 covering the fees relating to this filing.

Very truly yours,


Ronald S. Bigalke, Sr., Incorporator

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**ARTICLES OF INCORPORATION
OF
LIL' DARLINS II OF OLDTOWN, INC.**

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SECRET
DIVISION

ARTICLE I - NAME

The name of this corporation is LIL' DARLINS II OF OLDTOWN, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of no (\$0.00) par value Common Stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights attendant to ownership of any shares in this corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

corporation is 1525 G&H Drive, Kissimmee, FL 34744, and the name of the registered agent of this corporation at that address is Ronald J. Bigalke, Sr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one director nor more than fifteen directors. The name and address of the initial Director of the corporation is:

Ronald J. Bigalke, Sr.
1525 G&H Drive
Kissimmee, FL 34744

ARTICLE VIII - INCORPORATOR

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

Ronald J. Bigalke, Sr.
1525 G&H Drive
Kissimmee, FL 34744

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to add to, amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed

these Articles of Incorporation on the 27th day of July, 2004.



Ronald J. Bigalke, Sr

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the Following is submitted:

FIRST: that LIL' DARLINS II OF OLDTOWN, INC., desiring to
organize or qualify under the laws of the State of
Florida, with its principal place of business at 1525 G&H
Drive, Kissimmee, FL 347444, has named Ronald J. Bigalke,
Sr. as its agent to accept service of process within
Florida.

Dated July 27, 2004.



Ronald J. Bigalke, Sr., Director

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DIVISION OF CORPORATE
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SECOND: Having been named to accept service of process for the
above named 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 performance of my duties.

Dated July 27, 2004.



Ronald J. Bigalke, Sr., Registered Agent