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2500 MONUMENT ROAD  
SUITE 201  
JACKSONVILLE, FLORIDA 32225  
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REPLY TO:  
2500 MONUMENT ROAD, SUITE 201

October 26, 2004

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

*Re: Uncle Lou's Enterprises, Inc.*

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of Uncle Lou's Enterprises, Inc. Also enclosed is our check in the amount of \$78.75, payable to the Florida Department of State, to cover your fees for filing, registration and certification.

If you have any questions, please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,

Lee S. Osborne

LSO/cys

Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**UNCLE LOU'S ENTERPRISES, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

Name, Location and  
**Mailing Address of Principal Office**

The name of the corporation is UNCLE LOU'S ENTERPRISES, INC. The principal office and mailing address of this corporation is 7520 Shindler Drive, Jacksonville, Florida 32222.

**ARTICLE II**

**Purpose**

This corporation is organized for the purpose of retail sales and generally for transacting any and all business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**Capital Stock**

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien. The corporation is authorized to issue five hundred (500) shares of capital stock, of which 500 shares shall be issued to Louai Sabbagh, each share having a par value of \$1.00.

**ARTICLE IV**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 7520 Shindler Drive, Jacksonville, Florida 32222, and the name of the initial registered agent of the corporation at that address is Louai Sabbagh.

**ARTICLE V**

**Directors**

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the members(s) of the first Board of Directors of the corporation are:

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TALLAHASSEE, FLORIDA

| <u>Name</u>   | <u>Street Address</u>                         | <u>Title</u>         |
|---------------|---|----------------------|
| Louai Sabbagh | 7520 Shindler Drive<br>Jacksonville, FL 32222 | President, Secretary |

**ARTICLE VI**  
**Incorporator**

The name and street address of the incorporator of this corporation are Louai Sabbagh, 7520 Shindler Drive, Jacksonville, Florida 32222.

**ARTICLE VII**  
**By-Laws**

The initial By-Laws of this corporation shall be adopted by the director(s). By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

**ARTICLE VIII**  
**Restrictions on Transfer of Stock**

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

**ARTICLE IX**  
**Director Compensation**

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation in any form.

**ARTICLE X**  
**Indemnification**

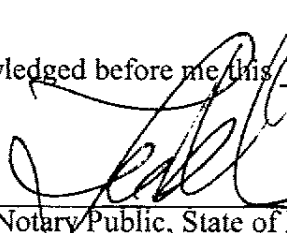
The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 25 day of October, 2004.

  
 Louai Sabbagh  
 Incorporator

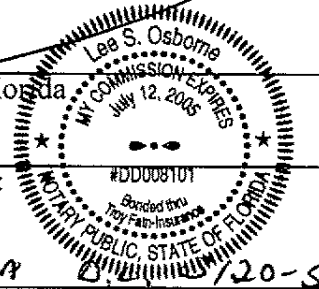
STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of October, 2004 by Louai Sabbagh.

  
Notary Public, State of Florida

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



Personally known \_\_\_\_\_ or produced identification: FLORIDA 020-539-64-418-

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

UNCLE LOU'S ENTERPRISES, INC., desiring to organize under the laws of the State of Florida as a corporation, has named Louai Sabbagh, who maintains an office at 7520 Shindler Drive, Jacksonville, Florida 32222, as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

DATED this 25 day of October, 2004.

By: \_\_\_\_\_

Louai Sabbagh, Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 25 day of October, 2004.

Louai Sabbagh

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TALLAHASSEE, FLORIDA

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