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January 11, 1995

Division of Corporations
99 East Gaines Street
Tallahassee, Florida 32301

RECEIVED
-01/12/95-1100-0000
***122.50 ***122.50

RE: Fuzzy Side Up, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of a Articles of Incorporation for Fuzzy Side Up, Inc. Also enclosed, please find our client's money order in the amount of \$122.50 which represents the fee required to process said documents. Please file same and return a copy to our office.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

Erin C. Wall

Erin C. Wall
Legal Assistant to
David H. Jacoby, Esquire

:ecw

Encl. as stated

KANUT J. KHOSLA

JAN 12 1995

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JAN 11 PM 3:17
1100

ARTICLES OF INCORPORATION
OF
FUZZY SIDE UP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

ARTICLE I.- NAME

The name of this corporation is FUZZY SIDE UP, INC.

ARTICLE II.-NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of 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 Two Hundred (200) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV.- INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Two Hundred (\$200.00) Dollars.

ARTICLE V.-TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI.-ADDRESS

The initial address of the principal office of this corporation is: 1184 Wild Rose Drive, N.E., Palm Bay, Florida 32905.

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JAN 11 PM 3:17
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

ARTICLE VII.- REGISTERED AGENT

The initial registered agent of this corporation is David H. Jacoby, and the initial registered office is 1581 Robert J. Conlan Blvd. N.E., Suite 100, Palm Bay, Florida 32905.

ARTICLE VIII.- DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Stockholders and shall never be less than one (1).

ARTICLE IX.- INITIAL DIRECTOR

The name and address of the member of the first Board of Directors is:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Vittoria M. Bagley	Pres./Tres.	79 Bacheller Street Lynn, MA 01904
Ronald J. Bagley, Sr.	V.Pres./Sec.	79 Bacheller Street Lynn, MA 01904

ARTICLE X.- SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares he or she agrees to subscribe is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Ronald J. Bagley, Sr. and Vittoria M. Bagley Joint Tenants with rights of survivorship	79 Bacheller Street Lynn, MA 01904	200

Said subscribers allege and certify that the total value of said stock subscription will not be less than the amount of capital

with which the corporation will begin business, as set forth in Article IV thereof.

ARTICLE XI.- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by at least a Fifty-One (51%) Percent vote of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to reservation.

ARTICLE XII.- LIMITATIONS ON CORPORATE STOCK

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XIII. - VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of any or all of his shares.

IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of Incorporation, this 6 day of January, 1995.

Vittoria M. Bagley
VITTORIA M. BAGLEY, - Incorporator

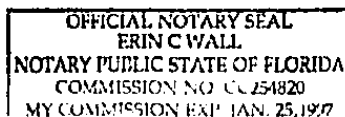
Acceptance by registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

David H. Jacoby
DAVID H. JACOBY - Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared VITTORIA M. BAGLEY and DAVID H. JACOBY, to me known to be the persons described as the Incorporator and Registered Agent, respectively, in and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to these Articles of Incorporation in their respective capacities.



Erin C. Wall
NOTARY PUBLIC
My commission Expires:

FILED
95 JAN 11 PM 3:17
CLERK OF COURT
CLASSEL, FLORIDA