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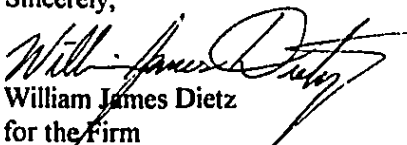
January 24, 1995

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


Re: Incorporation of Mellonheads of Central Florida, Inc.

Enclosed are an original and one copy of the articles of incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy. I have also enclosed a self addressed prepaid Express Mail package to return the certified copy. Thank you for your assistance and please call our office at 1-800-826-0805 should you have any questions.

Sincerely,


William James Dietz
for the firm

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1/30/95


FILED
JAN 25 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MELLONHEADS OF CENTRAL FLORIDA, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I *CORPORATE NAME.*

The name of this corporation is Mellonheads of Central Florida, Inc.

ARTICLE II *PRINCIPAL OFFICE.*

The principal place of business and mailing address of this corporation are 120 North Orange Avenue, Orlando, Florida 32803.

ARTICLE III *CAPITAL STOCK.*

The number of shares of stock that this corporation is authorized to have or standing at any one time is ten thousand. There will be only one class of shares.

ARTICLE IV *INITIAL REGISTERED AGENT AND OFFICE.*

The name and address of the initial registered agent are William James Dietz , 800 North Highland Avenue, Orlando, Florida.

ARTICLE V *INCORPORATOR.*

The name and street address of the incorporator to these articles of incorporation is William James Dietz , 800 North Highland Avenue, Orlando, Florida.

ARTICLE VI *DIRECTORS*

This Corporation shall have three members on the Board of Directors. The Initial Board of Directors shall consist of:

William Nolff
120 North Orange Avenue
Orlando, Florida 32803

Michael Massey
120 North Orange Avenue
Orlando, Florida 32803

Doug Crandell
120 North Orange Avenue
Orlando, Florida 32803

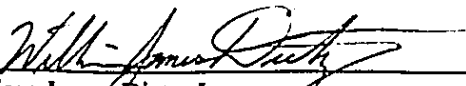
ARTICLE VII *AMENDMENTS*

These Articles may be amended by a favorable vote of eighty percent (80%) of the

Mellonheads of Central Florida, Inc.
Articles of Incorporation
Page 2 of 2

Shareholders or Board of Directors at any meeting provided for in the Bylaws.

The undersigned has executed these articles of incorporation on January 24, 1995.



William James Dietz, Incorporator

DESIGNATION OF REGISTERED AGENT
FOR
MELLONHEADS OF CENTRAL FLORIDA, INC.

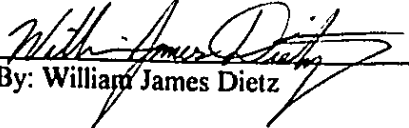
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TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Mellonheads of Central Florida, Inc.
2. The name of the registered agent is William James Dietz.
3. The address of the registered agent/registered office is 800 North Highland Avenue, Orlando, Florida 32803.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


By: William James Dietz

Date: January 23, 1995