

P950000/0389

SWEET SIXTEEN CLASSIC, INC.
3270 Hodges Road
LOGANVILLE, GEORGIA 30249

January 12, 1995

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01/24/95 101020 1010
****122.50 ****122.50

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of SWEET SIXTEEN CLASSIC, INC.

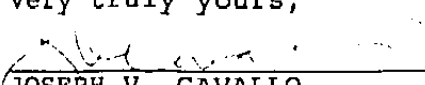
Dear Sir/Madam:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation;
2. Our check in the amount of \$122.50 for filing of said corporation and certified copy; and
3. Pre-addressed, stamped envelope for return of the certified copy.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


JOSEPH V. CAVALLO

JVC
w/enclosures

2/95 ----- 1938

BROWN JAN 26 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 26, 1995

JOSEPH V. CAVALLO
3270 HODGES ROAD
LOGANVILLE, GA 30249

SUBJECT: SWEET SIXTEEN CLASSIC, INC.
Ref. Number: W95000001938

We have received your document for SWEET SIXTEEN CLASSIC, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered agent must be at a Florida street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 195A00003462

Sweet Sixteen Classic, Inc.
3270 Hodges Road
Loganville, GA 30249

February 6, 1995

Doris Brown, Document Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

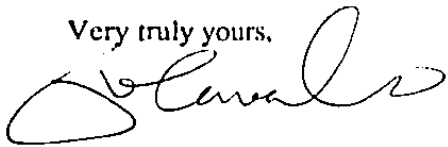
Re: Reference No. W95000001938 [Letter No. 195A00003462]

Dear Ms. Brown:

We are returning herein the *corrected* Articles which now reflect a Florida street address for our registered agent.

Thank you very much for your assistance in this regard. If you have any further questions regarding this matter you can contact me at 1-800-472-6293.

Very truly yours,

A handwritten signature in cursive script, appearing to read "J. Cavallo", written in dark ink.

Joseph V. Cavallo

JVC/
Encls.

**ARTICLES OF INCORPORATION
OF
SWEET SIXTEEN CLASSIC, INC.**

The undersigned, being of legal age acting as incorporators under the laws of the State of Florida, adopt the following Articles of Incorporation for such corporation

ARTICLE I

The name of this corporation shall be

SWEET SIXTEEN CLASSIC, INC.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is FIVE HUNDRED (500) shares. Such shares shall be of common stock having a par value of ONE AND NO/100 (\$1.00) DOLLAR per share.

The holder of the outstanding stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the corporation. The shares of the corporation are not to be divided into classes.

ARTICLE V

The principal office and mailing address of the Corporation is: 3270 HODGES ROAD, LOGANVILLE, GEORGIA 30249.

The street address of the initial registered office of this Corporation is 2810 S.W.123rd Court, Miami, Florida 30249 and the registered agent of this Corporation at that address is Joseph V. Cavallo.

ARTICLE VI

The Corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time according to these Articles or by the By-Laws.

The name and address of the initial Directors of this Corporation are:

JOSEPH V. CAVALLO
2810 S. W. 123rd Court
Miami, Florida 33175

and

ROBERT COLLINS
1650 Rossback Road
Davidsonville, Maryland 21035

ARTICLE VII

The name and address of the initial incorporator and the person signing these Articles is:

JOSEPH V. CAVALLO
2810 S. W. 123rd Court
Miami, Florida 33175

ARTICLE VIII

The shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a majority of the voting stock issued and outstanding

ARTICLE IX

Shares held by the shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

ARTICLE X

The shareholders shall have the preemptive right to purchase at prices, terms and conditions that shall be fixed by the Board of Directors, such of the stock of this corporation as may be used for money, or any property or service from time to time, in addition to that stock authorized and issued by the corporation.

ARTICLE XI

Pursuant to the affirmative vote of the holders of at least a majority of the voting stock issued and outstanding, given at a shareholder's meeting duly called for the purpose, or when authorized by the written consent of the holders of the majority of the voting stock issued and outstanding, the board of directors shall have power and authority to sell, lease, or exchange all the property and assets of this corporation,

including its good will and its corporate franchise on such terms and conditions as the board of directors deems expedient and for the best interest of the corporation

ARTICLE XII

The affirmative vote of a majority of the directors is required to constitute any act or decision rendered by the board of directors

ARTICLE XIII

Any action required or permitted to be taken by the board of directors of the corporation may be taken without a meeting if all members of the board individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the board of directors. Such action by written consent shall have the same force and effect as a unanimous vote of the directors.

ARTICLE XIV

The presence, at any stockholders' meeting in person or by proxy, of persons entitled to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

ARTICLE XV

The shareholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE XVI

No contract or other transaction between the corporation and one or more of its directors of any other corporation, firm, association or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her or their votes are counted for such purpose, if:

- a. The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- b. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- c. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

ARTICLE VII

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at a request of the corporation as a director, officer,

employee, agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provisions of these Articles, or under law

ARTICLE XVIII

Upon sufficient notice, special meetings of shareholders may be called at any time for the purpose by any director of the corporation or the holders of fifty (50%) percent of the shares then issued and outstanding.

ARTICLE XIX

The following actions shall require the affirmative vote or written consent of the holders of at least a majority of the shares of the corporation then issued and outstanding:

- A. Amendment of these Articles of Incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class or classes of stock;
- B. Merger or consolidation with or into any other corporation(s) or the sale, lease conveyance, exchange, transfer or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation or winding up of the corporation.

ARTICLE XX

The shareholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation on this _____ day of _____, 1995.

JOSEPH V. CAVALLO

STATE OF FLORIDA
COUNTY OF _____

BEFORE ME, the undersigned authority, personally appeared, JOSEPH V. CAVALLO being the person described in and who executed the foregoing Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that they made and subscribed to the same for the uses and purposes therein contained.

JOSEPH V. CAVALLO is: (a) _____ personally known to me, or (b) provided the following identification: _____

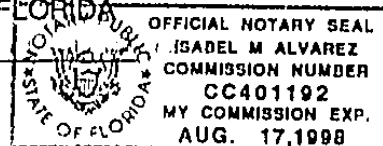
WITNESS my hand and seal this _____ day of _____, 1995.

MY COMMISSION EXPIRES: _____

(LS)
NOTARY PUBLIC FOR FLORIDA

PRINT NAME: _____

ACCEPTANCE



Having been named to accept service of process for the above-stated corporation at 2810 S.W. 123rd Court, Miami, Florida 33175 as designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this _____ day of _____, 1995.

JOSEPH V. CAVALLO