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Steven J. Richey, PA

ATTORNEYS & COUNSELORS AT LAW
STEVEN J. RICHEY
TERRY T. NEAL
KURT H. GARDER

May 31, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

100001506521
-06/06/95--01064--013
***122.50 ***122.50

Re: MarMel, Inc.

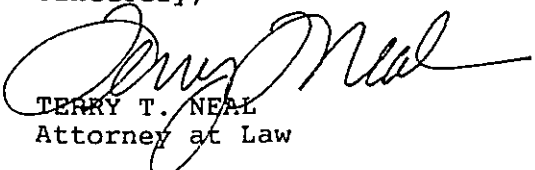
Gentlemen:

Enclosed herewith is an original and a duplicate copy of Articles of Incorporation for MarMel, Inc. for your consideration and filing if same meets with your approval.

Enclosed herewith is a check in the amount of \$122.50 representing the filing tax, the resident agent fee and the certified copy of said Articles.

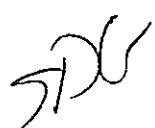
I would appreciate your furnishing me with the certified copy of the Articles of Incorporation. Thank you for your assistance in this matter.

Sincerely,


TERRY T. NEAL
Attorney at Law

Enc.

TTN/cfh


FILED
95 JUN -6 PM 2:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

MarMel, Inc.

FILED
95 JUN -6 PM 2:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 607, Florida Statutes.

ARTICLE I

NAME

The name of the corporation is MarMel, Inc., and its principal place of business is 127 North 7th Street, Leesburg, FL 34748.

ARTICLE II

GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have the authority to issue is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are filed with the Secretary of State of

the State of Florida, and shall exist perpetually.

ARTICLE V

ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial registered office of this corporation and the name of its initial registered agent at such address are:

YVONNE MARCHANT
601 Ross Street
Leesburg, FL 34748

ARTICLE VI

DIRECTORS

The initial Board of Directors shall consist of two (2) members. A member of the Board of Directors need not be a resident of the State of Florida or a shareholder of the corporation.

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Yvonne Marchant	601 Ross Street, Leesburg, FL 34748
Melanie Strange	601 Ross Street, Leesburg, FL 34748

ARTICLE VII

OFFICERS

The name and post office address of each of the officers of the corporation are:

PRESIDENT:

YVONNE MARCHANT
601 Ross Street
Leesburg, FL 34748

SEC./TREAS:

MELANIE STRANGE
601 Ross Street
Leesburg, FL 34748

ARTICLE VIII

INCORPORATORS

The name and address of each of the incorporators and the number of shares of stock which each shall take are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
YVONNE MARCHANT	601 Ross Street Leesburg, FL 34748	60
MELANIE STRANGE	601 Ross Street Leesburg, FL 34748	40

ARTICLE IX

RESTRICTION ON TRANSFER

The transfer of any share of stock of this corporation shall be restricted and each stock certificate shall bear the notice of restriction in a conspicuous place.

The restriction shall read as follows:

"The shares of stock evidenced by this certificate may not be transferred, pledged, assigned, or encumbered except in accordance with the terms of the Buy-Sell Agreement, a copy of which is on deposit and maintained in the corporate book."

ARTICLE X

AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI

BYLAWS

The power to adopt, amend or repeal the Bylaws shall be reserved to the Shareholders of this corporation.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 31st day of May, 1995.

Yvonne Marchant
YVONNE MARCHANT

Melanie Strange
MELANIE STRANGE

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared YVONNE MARCHANT and MELANIE STRANGE, to me personally known to me to be the persons described

in or who produced _____ as identification, and who executed the foregoing document, and who acknowledged before me that they executed the same for the uses and purposes set forth therein.

WITNESS my hand and official seal in the State and County last aforesaid this 31st day of May, 1995.

Terry I. Neal
NOTARY PUBLIC Name:

My commission expires:



ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation at the place 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.

Yvonne Marchant
YVONNE MARCHANT
REGISTERED AGENT

95 JUN -6 PM 2:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED