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DAVID FONG, CPA
CERTIFIED PUBLIC ACCOUNTANT

111 EAST EDGEMOON STREET • ORLANDO, FLORIDA 32801-1111
TEL: 407-251-1111 • FAX: 407-251-1111

June 28, 1995

State of Florida
Department of State
Division of Corporation
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

Re: Lucy Ho's of Florida, Inc.

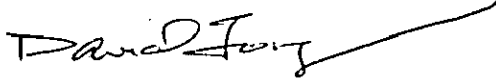
Dear Sir/Madam:

I am enclosing an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fees	\$ 35.00
Certified Copy	52.50
Registered agent fee	35.00

	\$122.50
	=====

Yours very truly,



David Fong, CPA

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-07/03/95--01048--013
***122.50 ***122.50

ARTICLES OF INCORPORATION
OF
LUCY HO'S OF FLORIDA, INC.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Lucy Ho's of Florida, Inc.

The principal place of business of this corporation shall be:

1221 E. Robinson Street, Orlando, Florida 32801

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1221 E. Robinson Street, Orlando, Florida 32801 and the initial registered agent of the corporation at that address is George Fong.

ARTICLE V. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE VI. LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his service shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII. SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Director shall consist of:

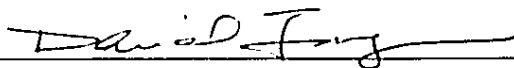
George Fong

1221 E. Robinson Street
Orlando, Florida 32801

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared **George Fong**, who produced a Florida driver's license as identification, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 29th day of June, 1995.



DAVID FONG

NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:



DAVID FONG
MY COMMISSION # CC350839 EXPIRES
January 20, 1998
BONDED THRU TROY FAIR INSURANCE, INC

(SEAL)

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ARTICLE IX. INCORPORATION

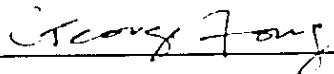
The name and address of the incorporator is:

George Fong 1221 E. Robinson St.
Orlando, Florida 32801

ARTICLE X. AMENDMENT OF ARTICLES

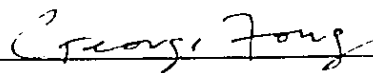
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of June, 1995.



INCORPORATOR-George Fong

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



REGISTERED AGENT-George Fong