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DANIEL B. HARNELL
JOHN J. CAMPIONE

July 5, 1995

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

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Re: Indian River Fundraisers, Inc.
Our File No. 1155.001

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation of the above-referenced corporation. Also enclosed is a check for \$122.50 for filing and other fees. Please return the certified copy in the attached stamped, self-addressed envelope provided for your convenience.

Sincerely,

David F. Hanley
David F. Hanley

Enclosures:
Original and copy of Articles of Incorporation
\$122.50 filing fee
Stamped, self-addressed envelope

J-D-25
(H)

**ARTICLES OF INCORPORATION
OF
INDIAN RIVER FUNDRAISERS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation:

ARTICLE I - NAME

The name of the corporation is Indian River Fundraisers, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 5205 Okeechobee Road, Fort Pierce, Florida 34947. The mailing address of the corporation is Post Office Box 12698, Fort Pierce, Florida 34979-2698.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of State of the State of Florida, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized to engage in any or all lawful business for which corporations may be incorporated in this jurisdiction. This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Florida Statutes, Section 607.0302.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned and/or transferred in strict accordance with such bylaws

as the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5205 Okeechobee Road, Fort Pierce, Florida 34947, and the name of the initial registered agent of the corporation at such address is Daniel Harold Kittrell.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by amending the bylaws to reflect the same, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are as follows:

Daniel Harold Kittrell	1855 SW Nantucket Avenue Port St. Lucie, Florida 34953
Kenneth Alan Kittrell	2801 Sand Lake Road Longwood, Florida 32773
Julie Ann Kittrell	1855 SW Nantucket Avenue Port St. Lucie, Florida 34953

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS

(a) The corporation may, by resolution of its Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer,

employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him or her in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

ARTICLE IX - INITIAL OFFICERS

The initial officers of the corporation are as follows:

President:	Daniel Harold Kittrell
Vice President:	Kenneth Alan Kittrell
Treasurer:	Julie Ann Kittrell
Secretary:	Julie Ann Kittrell

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is Daniel Harold Kittrell, 1855 SW Nantucket Avenue, Port St. Lucie, Florida 34953.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested solely in the Board of Directors.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

ARTICLE XIII - PREEMPTIVE RIGHTS AUTHORIZED

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by these Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance

thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

B. Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation this 5th day of July, 1995.

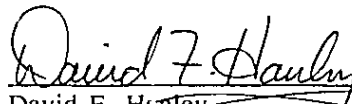

Daniel Harold Kittrell

STATE OF FLORIDA
COUNTY OF SAINT LUCIE

BEFORE ME, the undersigned authority, this day personally appeared Daniel Harold Kittrell, who produced a Florida driver's license as identification and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed these Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 5th day of July, 1995.

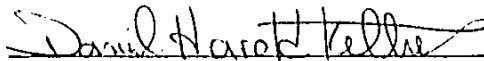



David F. Hanley
Notary Public - State of Florida

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN named as registered agent and to accept service of process for the above-named corporation, at the place designated in these Articles Of Incorporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 5th day of July, 1995.



Daniel Harold Kittrell
Registered Agent