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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Re: CLAUDINE'S II, INC.

Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Incorporation for the above-referenced Corporation. Also enclosed is check in the sum of \$70.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,


Harry A. Jones

HAIJ/re
Enc.

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ARTICLES OF INCORPORATION
OF

CLAUDINE'S II, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, do hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: CLAUDINE'S II, INC. The principal place of business and the mailing address of the corporation shall be: 1111 South Washington Avenue, Titusville, FL 32780.

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is CLAUDINE CONGER, 1111 South Washington Avenue, Titusville, FL 32780. The stockholders may from time to time move the principal office to any other address in Florida.

ARTICLE VII

The Board of Directors of this corporation shall consist of the stockholders of the corporation.

The names and addresses of the officers are:

NAME	ADDRESS	OFFICE
CLAUDINE CONGER	1111 S. Washington Ave. Titusville, FL 32780	President
ROBERTA DANDENEAU	1111 S. Washington Ave. Titusville, FL 32780	Secretary

ARTICLE VIII

The names and addresses of the subscribers to the Certificate of Incorporation are as follows:

NAME	ADDRESS
CLAUDINE CONGER	1111 S. Washington Ave. Titusville, FL 32780
ROBERTA DANDENEAU	1111 S. Washington Ave. Titusville, FL 32780

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

At each election for directors every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principal among any number of candidates.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seals this _____ day of September, 1995.

Claudine Conger
CLAUDINE CONGER
Roberta Dandeneau
ROBERTA DANDENEAU

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CLAUDINE CONGER and ROBERTA DANDENEAU, to me personally known to be the persons who executed the foregoing Articles of Incorporation, and who took an oath and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 18 day of September, 1995.

Ruth S. Ellis
Notary Public, State of Florida

My Commission Expires:



RUTH S. ELLIS
MY COMMISSION # CC296069 EXPIRES
July 9, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

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STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF

CLAUDINE'S II, INC.

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.0501, the undersigned as President of CLAUDINE'S II, INC., hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered office of this Corporation is 1111 South Washington Avenue, Titusville, FL 32780, and the name of the initial registered agent of this Corporation at that address is CLAUDINE CONGER.

DATED this 18 day of September, 1995.

Claudine J Conger
CLAUDINE CONGER, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of CLAUDINE'S II, INC., at the initial registered office of the Corporation at 1111 South Washington Avenue, Titusville, FL 32780.

Claudine J Conger
CLAUDINE CONGER