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: 9-22-25 : 1:55PM :

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9/22/95

FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMI
ONE HARBOUR PLACE
POST OFFICE BOX 3239
TAMPA FL 33601- -

FAX: (904) 922-4000

CONTACT: ANNE ELLIS
PHONE: (813) 223-7000
FAX: (813) 229-4133

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CHAD'S PLACE, INC.

FAX AUDIT NUMBER: H95000010650

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/22/1995

TIME REQUESTED: 13:30:35

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: 9-22-25 : 1:55PM :

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:# 1/ 5

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

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DATE: September 22, 1995
TO: Division of Corporations
COMPANY: Florida Department of State
TELEPHONE NO.: 904-488-9000
TELECOPIER TEL. NO.: 904-922-4000

FROM: Kevin Sutton
CLIENT/MATTER NO. Firm

TOTAL NO. PAGES TRANSMITTED (INCLUDING COVER LETTER) 5

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CLIENT/MATTER NO. Firm

TOTAL NO. PAGES TRANSMITTED (INCLUDING COVER LETTER) 2

MESSAGE: In accordance with a telephone conversation with your office, we understand the Articles for Chad's Place, Inc. have not been filed yet and you have agreed to replace this page before filing the Articles. These Articles were being filed electronically and the copy has just recently been sent by telecopy. Thank you for your assistance in this matter.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CHAD'S PLACE, INC.**

The undersigned, acting as incorporator, hereby forms a corporation under the Florida Business Corporation Act and adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
Name**

The name of the corporation (hereinafter referred to as the "Corporation") is: Chad's Place, Inc.

**ARTICLE II
Mailing Address**

The mailing address of the Corporation is 2301 Tortuga Way, Valrico, FL 33594.

**ARTICLE III
Effective Date**

The Corporation shall commence existence on the date these Articles of Incorporation are filed by the Florida Department of State, and the Corporation shall exist perpetually thereafter.

**ARTICLE IV
Stock**

The total number of shares of capital stock which the Corporation shall have authority to issue is 100,000 shares of common stock, having a par value of One-Tenth of One Cent (\$.001) per share ("Common Shares").

**ARTICLE V
Initial Registered Agent and Office**

The street address of the initial registered office of the Corporation is Carlton Fields, One Harbour Place, 5th Floor, Tampa, Florida 33602, and the name of its initial registered agent at that address is Richard A. Denmon, Esquire.

CARLTON, FIELDS, WARD, EMMANUEL,
SMITH & CUTLER, P.A.
One Harbour Place, 5th Floor
Tampa, Florida 33602
813-223-7000
Kevin Sutton, Fla. Bar No. 009830

T#394760.1

-1-

(H95000010650)

ARTICLE VI
Incorporator

The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Address</u>
Richard A. Denmon	One Harbour Place, 5th Floor Tampa, Florida 33602

ARTICLE VII
Purpose

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.

ARTICLE VIII
Initial Directors

The Corporation shall have three (3) initial directors. The names and mailing addresses of the persons who shall serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Kenneth N. Brown, Jr.	2301 Tortuga Way Valrico, FL 33594
Diane N. Brown	2301 Tortuga Way Valrico, FL 33594
Chad A. Prestridge	2301 Tortuga Way Valrico, FL 33594

ARTICLE IX
Indemnification

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages to the corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct

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or a knowing violation of the law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Florida Business Corporation Act is amended after the filing of the Articles of Incorporation of which this Article is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X
Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon stockholders or directors are granted or confessed subject to this reservation.

Dated this 22nd day of September, 1995.

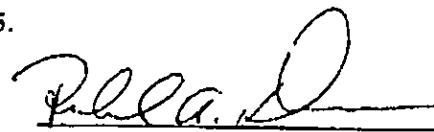

Richard A. Denmon, Esquire,
Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation; (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated this 22nd day of September, 1995.


Richard A. Denmon, Esquire,
Registered Agent

P95000073673

CARLTON FIELDS
(File processor's Name)

(Address) Nancy Hurd
 224-1585
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CHAD'S PLACE, INC. P95000073673
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CR7701(09/7)

Examiner's Initials

Handwritten signature/initials
 NC
 9-26

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
CHAD'S PLACE, INC.**

The undersigned, acting as incorporator, hereby forms a corporation under the Florida Business Corporation Act and adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the corporation is: Chad's Place, Inc.

ARTICLE II

Text of Amendment

Article I of the Corporation's Articles of Incorporation is deleted in its entirety and the following is substituted in its stead:

ARTICLE I

NAME

The name of the corporation (hereinafter referred to as the "Corporation") is: Chad's World, Inc.

ARTICLE III

Date of Adoption

The amendment was adopted on the 25th day of September, 1995.

ARTICLE IV

Manner of Adoption

The amendment was adopted by the Corporation's sole incorporator before the issuance of shares pursuant to Section 607.106j Florida Business Corporation Act.

Dated this 25th day of September, 1995.

CHAD'S WORLD, INC.

By: Richard A. Denmon
Richard A. Denmon,
Its Incorporator

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