

P96000048194
S. WANSON, SPERLING & CLAYTON, P.A.

CYNTHIA STUMP SWANSON • SHARON T. SPERLING • JOYCE M. CLAYTON
500 East University Avenue • Suite C • Gainesville, Florida 32601 • (352) 375-5602 • (352) 373-7292 FAX

May 31, 1996

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

000001050150
-06/04/96--01115--011
*****70.00 *****70.00

Re: Babalou's II, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Articles of Incorporation for filing. Also enclosed is a check in the amount of \$70.00, for the payment of the following fees:

| | |
|-------------------------------|---------|
| Filing Fee: | \$35.00 |
| Registered Agent Designation: | \$35.00 |

Thank you for your cooperation in filing these Articles.

Yours truly,


Cynthia Stump Swanson

CSS/hap
Enclosure
cc: Kenneth Fogg

6
FILED
JUN -3 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BABALOU'S II, INC.

The undersigned incorporator, for the purpose of forming corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
JUN-3 AM 11:44
SECRETARY OF
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be Babalou's II, Inc.

ARTICLE II - EFFECTIVE DATE

These Articles of Incorporation shall be effective as soon as they shall be accepted and filed by the State of Florida.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation is:

Babalou's II, Inc.
3215 N.W. 13th Street
Gainesville, Fl 32609

ARTICLE IV - DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and addresses are as follows:

Kenneth N. Fogg
4000 S.W. 47th Street
#H33
Gainesville, FL 32608

ARTICLE V - CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares of no par value capital. All such shares shall be of a single class, designated as common.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII - AMENDMENT OF ARTICLES OF INCORPORATION

Amendment of the Articles of Incorporation shall be by the affirmative vote or written consent of the holders of a majority of the shares of this corporation.

ARTICLE VIII - AMENDMENT OF BYLAWS


Amendment of the Bylaws of this corporation shall be by the affirmative vote or written consent of the holders of a majority of the shares of this corporation, or by a majority of the directors of the this corporation.

ARTICLE IX - REGISTERED AGENT

The corporation names the following person as its registered agent to accept service of process within this state, and the following as its registered office:

Kenneth N. Fogg
4000 S.W. 47th Street
#H33
Gainesville, FL 32608

ACKNOWLEDGMENT: Having been named to accept service of process for the above named corporation, at the place designated herein, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statutes relating to keeping open the registered office.

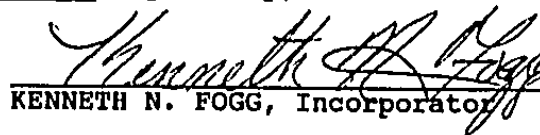

KENNETH N. FOGG, as Registered Agent

ARTICLE X - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:

Kenneth N. Fogg
4000 S.W. 47th Street
#H33
Gainesville, FL 32608

The undersigned incorporator has executed these Articles of Incorporation this 24 day of May, 1996.


KENNETH N. FOGG, Incorporator

P96000048194

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1997

BABALOU'S II, INC.
3215 NW 13TH ST
GAINESVILLE, FL 32609

SUBJECT: BABALOU'S II, INC.
Ref. Number: P96000048194

Debit Memo #: 8197-C

This is to inform you that check #1140 in the amount of \$165.00 submitted with the annual report for BABALOU'S II, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 27, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 697A00028441

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for BABALOU'S II, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of August 8, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P96000048194.

P96000048194

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Eighth day of August, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State