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July 1, 1996

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

95 JUL 10 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

RE: Articles Of Incorporation

Gentlemen:

Enclosed please find the Articles Of Incorporation for the
purpose of approval of the Secretary Of State.

In addition, we remit the following fees:

Filing Fee	\$35.00
Registered Agent	35.00
Total	\$70.00

Sincerely,

Christine De Lellis

Christine DeLellis
Lily Development, Inc.
3460 Countryside Boulevard, #8
Clearwater, Florida 34621

7/11/96
ct

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
LILY DEVELOPMENT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST. The name of this corporation is Lily Development, Inc.

SECOND. Its registered office in the State Of Florida is to be located at 3460 Countryside Boulevard, #8, Clearwater, Florida 34621, County of Pinellas. The registered agent in charge thereof is Christine DeLellis, 3460 Countryside Boulevard, #8, Clearwater, Florida 34621.

THIRD. The nature of the business and, the objects and purposes proposed to be transacted, promoted, and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world.
"The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law Of Florida."

FOURTH. The amount of the total authorized capital stock of this

corporation is Ten Thousand (10,000) shares of One Dollar (\$1.00)

Par Value.

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

Christine DeLellis 3460 Countryside Boulevard, #8
Clearwater, Florida 34621

SIXTH. The powers of the incorporator is to terminate upon filing of the Certificate Of Incorporation, and the names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

Christine DeLellis 3460 Countryside Boulevard, #8
Clearwater, Florida 34621

SEVENTH. The Directors shall have the power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of the corporation.

The By-Laws shall determine whether and to what extent the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this corporation, except as conferred by the Law of the By-Laws or by resolution of the Stockholders.

The stockholders and directors shall have the power to hold their meetings and keep the books, documents and papers of the Corporation at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in the Certificate of Incorporation, but that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State Of Florida, do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

Dated July 1, 1996

Christine DeLellis
Christine DeLellis

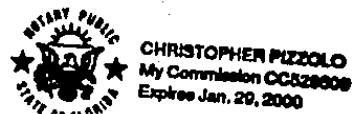
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared Christine DeLellis, to me known to be the person described as Incorporator and who executed the foregoing Articles Of Incorporation, and acknowledged before me that she subscribed to these Articles Of Incorporation on July 1, 1996.

My Commission Expires:

Christopher Pizzolo
Notary Public, State Of Florida



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

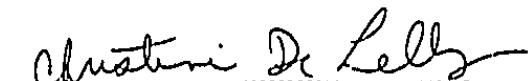
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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0202(B), Florida Statues
undersigned corporation, organized under the laws of the State Of Florida,
submits the following statement in designating the registered office/registered
agent, in the State Of Florida. The registered office and the principal office are
the same.

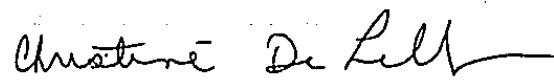
The name of the corporation is Lily Development, Inc.

The name and address of the registered agent, registered office, and
principal office is:

Christine DeLellis, 3460 Countryside Boulevard, #8, Clearwater,
Florida 34621.


Christine DeLellis
President
July 1, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.0202(B), FLORIDA STATUTES.


Christine DeLellis
July 1, 1996