

COTTER & ZELMAN, P.A.
ATTORNEYS AND COUNSELORS AT LAW • HARRISTOWN •

2431 LEE ROAD
WINTER PARK, FLORIDA 32789
TELEPHONE (407) 629-4711
FAX (407) 629-0180

ATTORNEYS
KENNETH J. COTTER
ANDREW ZELMAN
MICHAEL KAST
BRUCE PRISNER

PARALEGAL
KATHLEEN L. PLASTER

P96000068245

August 7, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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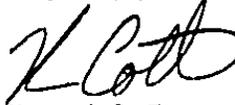
RE: THE SWEET RETREAT, INC.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and Certificate of Registered Agent of The Sweet Retreat, Inc., together with our check in the amount of \$122.50 for filing fees. Please return a certified copy to my office.

Thank you for your attention to this matter.

Very truly yours,


Kenneth J. Cotter

KJC/rw

Enclosures

*Secretary gave auth
by phone to correct
the address in Article 5
8-16-96*

*Dmc
8/15/96*

96 AUG 12 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
THE SWEET RETREAT, INC.

FILED
95 AUG 12 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is THE SWEET RETREAT, INC., located at 3483 Fox Hollow Drive, Orlando, Florida, 32829.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

To conduct business in, have one or more office in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in, the State of Florida and all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required.

And, to purchase the corporate assets of any other corporation and to engage in the same or other character of business.

FOURTH: AUTHORIZED SHARES

Number: The aggregate number of shares that the corporation

shall have the authority to issue in 500 share of Capital Stock with a par value of \$1.00 per share.

Initial Issue: 500 shares of the Capital Stock of the corporation shall be issued for cash at a par value of \$1.00 per share.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the corporation.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is 3483 Fox Hollow Drive, Orlando, Florida, 32829, and the name of the initial registered agent at such address is Daryl Scott Krogmann.

SIXTH: The initial Board of Directors shall consist of one member who need not be a resident of the State of Florida or a shareholder of the corporation. The number of directors may be changed from time to time in accordance with the by-laws.

SEVENTH: The name and address of the person who shall serve as director until the first annual meeting of the shareholders or until his successor shall have been elected and qualified is:

Daryl Scott Krogmann
3483 Fox Hollow Drive
Orlando, Florida 32829

EIGHTH: The name and address of the initial incorporator is:

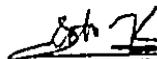
Daryl Scott Krogmann
3483 Fox Hollow Drive
Orlando, Florida 32829

NINTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed

and approved at a stockholders meeting, with not less than a majority vote of the common stock.

TENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock authorized of this corporation as may be issued for money, or any property or services from time to time in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these Articles of Incorporation this 2 day of August, 1996.


DARYL SCOTT KROGMANN

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Daryl Scott Krogmann, well known to me, or who produced Fla. Doc. # K625-177-69-408 for identification, and who subscribed the above articles of incorporation and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 2nd day of August, 1996.


NOTARY PUBLIC
My Commission Expires:



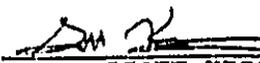
OFFICIAL SEAL
ROSEMARY WAGNER
My Commission Expires
May 18, 1997
Comm. No. CC 281582

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
95 AUG 12 AM 8:43
SEAL
THE STATE
REGISTERED AGENT, FLORIDA

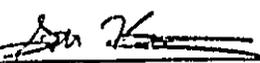
IN COMPLIANCE WITH SECTION 40.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT THE SWEET RETREAT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF ORLANDO, STATE OF FLORIDA HAS NAMED DARYL SCOTT KROGMANN LOCATED AT 3483 FOX HOLLOW DRIVE, ORLANDO, FLORIDA, 32829, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
DARYL SCOTT KROGMANN

DATE 8-2-96

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.

SIGNATURE 
DARYL SCOTT KROGMANN
REGISTERED AGENT

DATE 8-2-96