

8/23/98

FLORIDA DIVISION OF CORPORATIONS

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MIAMI FL 33131

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TALLAHASSEE FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: VILLA CITY GROVES, INC.

FAX AUDIT NUMBER: H96000011829

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(305) 596-10805

David M. Schindman, CPA
10691 N. Kendall Dr. #210 Miam, FL 33176

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ARTICLES OF INCORPORATION

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

I. NAME

The name of this corporation is:

VILLA CITY GROVES, INC.

II. DURATION

The period of duration is perpetual.

III. PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IV. CAPITAL STOCK

The corporation is authorized to issue 7500 shares, all of one class at \$1.00 par value.

V. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

TERRY C. MCEWEN
782 WEST MONTROSE STREET
CLERMONT, FL 34711

VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and address of the initial directors of this corporation are:

TERRY C. MCEWEN
782 WEST MONTROSE STREET
CLERMONT, FL 34711

The initial registered office and principal place of business shall be:

782 WEST MONTROSE STREET
CLERMONT, FL 34711

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VII. INCORPORATOR

The name of and address of the Incorporator signing these Articles of Incorporation is:

TERRY C. MCEWEN
702 WEST MONTROSE STREET
CLERMONT, FL 34711

VIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

X. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

XII. NON-RESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

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XIV. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of August, 1996.

Jerry C. McEwen

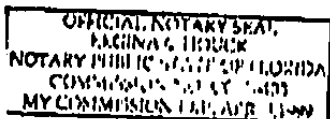
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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
TERRY C. MCEWEN, and _____, and to me
known to be the persons who executed the foregoing Articles of
Incorporation, and acknowledged to and before me that they executed
such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 14 day of August, 1996.



Virginia C. Hovick
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE: NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

First - That VILLA CITY GROVES, INC.

desiring to organize under the laws of the State of Florida with
its principal offices, as indicated in the Articles of
Incorporation, at City of Miami, County of Dade, State of Florida,
has named as its agent to accept service within this state

TERRY C. MCEWEN located at:
782 WEST MONTROSE STREET
CLERMONT, FL 34711

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said
office.

Terry C. McEwen
TERRY C. MCEWEN
Resident Agent

8-14-96

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