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FLORIDA BAR
GEORGIA BAR
NORTH CAROLINA BAR

96 OCT -8
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (904) 647-8379
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October 5, 1996

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Secretary of the State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Kuddle Kare, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above referenced entity for filing in your office, and our check #3795 in the amount of \$122.50 representing the following:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	\$122.50

If you have any questions regarding this matter, please give our office a call. Your attention in this matter is appreciated.

Sincerely,



David L. Ferguson

DLF/kr
Enclosure

F. CHESSEB

OCT 11 1996

ARTICLES OF INCORPORATION
OF
KUDDLE KARE, INC.

FILED
96 OCT - 8 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator subscribes to these Articles of Incorporation to form a corporation for profit under the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be KUDDLE KARE, INC.

ARTICLE II
PURPOSE

This corporation may and is authorized to engage in any lawful activity or business for which the corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III
CAPITAL STOCK

a) The authorized capital stock of this corporation and the maximum number of shares of stock this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

b) All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and non-accessible, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any

property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV
TERM OF EXISTENCE

The effective date upon which the corporation shall come into existence shall be the date of filing these Articles of Incorporation, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V
INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of the corporation is 2847 Santana Avenue, Orlando, Florida 32811, and the name of the initial Registered Agent of this corporation is MARY HATCHER. The initial registered office and the principal office are the same.

ARTICLE VI
DIRECTORS

a) The initial number of Directors of this corporation shall be two.

b) The number of Directors may either be increased from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation.

c) Directors, as such, shall receive such compensation for their services, if any, as may be set forth by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by the Board of Directors in attending meetings of the Board of Directors.

d) Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

e) The name and street address of the initial members of the Board of Directors to hold office until the first annual meeting of the shareholders of this corporation or until his successor is elected or appointed and have qualified are MARY HATCHER, 2847 Santana Avenue, Orlando, Florida 32811 and CORLISS GAINES, 5234 Lanette Street, Orlando, Florida 32811.

f) Any Director may be removed from office by the holders of the majority of stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation for any cause deemed sufficient by such shareholder.

g) In case one or more vacancies shall occur on the Board of Directors by reason of death, resignation or otherwise, the vacancy shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the Directors until the shareholders have acted to fill the vacancy.

ARTICLE VII **INCORPORATOR**

The name and street address of the incorporator signing these Articles is MARY HATCHER, 2847 Santana Avenue, Orlando, Florida 32811.

ARTICLE VIII
LOST OR DESTROYED CERTIFICATE

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as from time to time provided for in the By-Laws of the corporation.

ARTICLE IX
AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X
BY-LAWS

The power to adopt By-Laws shall be vested in the shareholders. The power to alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors of this corporation, provided, however, that any By-Laws altered, amended or repealed by the Directors that are inconsistent with any By-Laws adopted by the shareholders shall be void and the Directors may not alter, amend or repeal any By-Laws adopted by the shareholders without the consent of a majority of the shareholders.

**ARTICLE XI
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series that he already owns, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles this 2nd day of October, 1996.

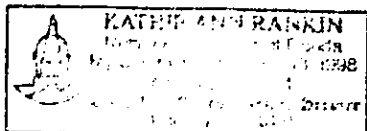
Mary Hatcher
MARY HATCHER
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared MARY HATCHER who is personally known to me or who produced L. L. Hatcher as identification, who by me being first duly sworn, deposes and says that she is the person described as the Incorporator in the foregoing Articles of Incorporation; that she has read the Articles and have executed the same for the purposes therein expressed.

WITNESS my official hand and seal in the county and state last aforesaid this 2nd day of October, 1996.

Kathie Ann Rankin
NOTARY PUBLIC
Name: _____
Commission No: _____
My Commission Expires: _____



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts appointment to serve as the initial Registered Agent of KUDDLE KARE, INC.

Mary Hatcher

MARY HATCHER
Registered Agent

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TALLAHASSEE, FLORIDA