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MARK J. ALBRECHTA

ATTORNEY AT LAW

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October 18, 1996

FILED
96 NOV -4 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-10/25/96--01056--002
*****70.00 *****70.00

Department of State
Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

RE: Incorporation of MUGSY'S, INC.

Gentleperson:

I have enclosed the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is my firm's check in the amount of \$70.00 representing payment of the following:


Filing Fees	\$35.00
Registered Agent	
Designation Fee	\$35.00

FILED
96 NOV -4 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the enclosed Articles of Incorporation and return an uncertified copy to the undersigned.

Thank you for your assistance in this matter.

Sincerely,



MARK J. ALBRECHTA
Attorney-at-law

MJA/pru

Enclosures

cc: Julie Botchuck

F. 011355H

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 29, 1996

MARK J ALBRECHTA ESQUIRE
15824 HAMPTON VILLAGE DR
TAMPA, FL 33618-1654

SUBJECT: MUGSY'S, INC.
Ref. Number: W96000022937

96 NOV -4 PM 1:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for MUGSY'S, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 396A00049761

ARTICLES OF INCORPORATION
OF
MUGSY'S, INC.

96 NOV -4 PM 1:00
FILED
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a corporation for profit under the Florida Law adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of the Corporation is MUGSY'S, INC. The principal place of business is not yet known; the mailing address shall be. 7601 Tallowtree Drive, Wesley Chapel, Florida 33544.

ARTICLE II. DURATION

THIS CORPORATION shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by the Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a no par value per share.

The shares of the Corporation are not to be divided into classes.

The Corporation is not authorized to issue shares in series.

ARTICLE V. PRE-EMPTIVE RIGHTS

Every shareholder shall, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series is that which he already holds, has the right to purchase his pro-rata share thereof (as nearly as possible without issuance of fractional shares), at a price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 7601 Tallowtree Drive, Wesley Chapel, Florida 33544, and the name of the initial registered agent of this Corporation at that address is: JULIE BOTCHUCK . This address is the same as the mailing address of the corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be

Articles of Incorporation of Mugsy's Inc.

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increased or diminished from time to time by the BY-LAWS, but shall never be less than one (1). The Board of Directors must be residents of the State of Florida and shareholders of this Corporation. The name and address of the initial Director of this Corporation is: JULIE BOTCHUCK, who resides at 7601 Tallotree Drive, Wesley Chapel, Florida 33544.

ARTICLE VIII. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is: JULIE BOTCHUCK, who resides at, 7601 Tallotree Drive, Wesley Chapel, Florida 33544.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders of the Corporation.

ARTICLE X. SHAREHOLDER ACTION

Three-fourths (3/4) of the stockholders of the Corporation shall be required for any shareholder action.

The shareholders shall have the power to adopt, amend, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than three-fourths (3/4) vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed of the Articles of Incorporation at Tempe, Hillsborough County, Florida, on the 13 day of Oct, 19 96.

Julie Botchuck
JULIE BOTCHUCK
INCORPORATOR

STATE OF FLORIDA

COUNTY OF Hillsborough

BEFORE ME THE UNDERSIGNED AUTHORITY, personally appeared JULIE BOTCHUCK, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law

Articles of Incorporation of Mugsy's Inc.

Page -3-

that he made and subscribed the same of the uses and purposes therein mentioned and set forth.

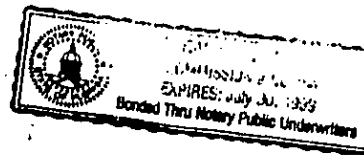
IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at
San Francisco Hillsborough County, Florida, this 23 day of
October, 19 96.

NOTARY PUBLIC

Barbara J. Crawford
Name:

My Commission Expires:

My Commission No. Is:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED PURSUANT
TO SECTION 607.034, FLORIDA STATUTES 1995.**

Pursuant to Section 607.034, Florida Statutes, 1995, the following is submitted, in compliance with the Florida General Corporation Act:

First - That MUGSY'S, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city of Wesley Chapel, County of Pasco, State of Florida, has named JULIE BOTCHUCK located at 7601 Tallowtree Drive, Wesley Chapel, Florida 33544, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 provisions of said Act relative to keeping said office open.

Julie Botchuck

JULIE BOTCHUCK
Registered Agent for
MUGSY'S, INC.

FILED
96 NOV -4 PM 1:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF Hall County

SUBSCRIBED AND SWORN TO BEFORE ME, the undersigned authority this 23
day of Oct, 19 96, at Tampa, Hall County, Florida.

NOTARY PUBLIC

Barbara J. Crawford
Name:

My Commission Expires:

My Commission No. Is:

