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FROM: COONEY, WARD, LESHER & DAMON, P.A.  
072262000447

ACCT#:

CONTACT: STEVEN E KELLY  
PHONE: (407) 689-0111  
(407) 689-9303

FAX #:

NAME: LOUIS DICARLO HOLDINGS, INC.  
AUDIT NUMBER.....H96000017103  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 3  
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

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FILED

*Jan 4/Dec 1996*

Fax Audit No.: H96000017103

**ARTICLES OF INCORPORATION  
OF  
LOUIS DICARLO HOLDINGS, INC.**

FILED  
DEC-5 1988  
WEST PALM BEACH, FL

**THE UNDERSIGNED**, acting as incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME**

The name of this Corporation is: **LOUIS DICARLO HOLDINGS, INC.**

**ARTICLE II - DURATION**

The duration of this Corporation is perpetual.

**ARTICLE III - PURPOSE**

The purpose for which this Corporation is organized is to engage in any lawful act or activities for which corporations may be organized under the laws of the State of Florida.

**ARTICLE IV - MAILING ADDRESS OF CORPORATION**

The mailing address of the business is 222 Lakeview Avenue, Suite 310, West Palm Beach, Florida 33401 and the principal place of business of this Corporation is 222 Lakeview Avenue, Suite 310, West Palm Beach, Florida 33401.

**ARTICLE V - STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 shares of common voting stock.

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**ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

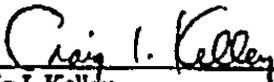
The street address of said Corporation's initial registered office in Florida is 1555 Palm Beach Lakes Blvd., Suite 1000, West Palm Beach, Florida 33401, and the name of its initial registered agent at that address is Craig I. Kelloy, Esq.

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator is:

Name	Address
Craig I. Kelloy	1555 Palm Beach Lakes Blvd. Suite 1000 West Palm Beach, FL 33401

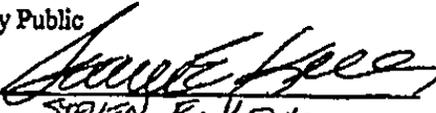
DATED this 5th day of December, 1996.

  
 \_\_\_\_\_  
 Craig I. Kelloy  
 (Incorporator and Registered Agent)

STATE OF FLORIDA            )  
 COUNTY OF PALM BEACH    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Craig I. Kelloy, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed. WITNESS my hand and official seal in the County and State last aforesaid this 5<sup>th</sup> day of December, 1996.



Notary Public  
 Sign:   
 Print: STEVEN E. KELLY  
 State of Florida at Large  
 My Commission Expires: 3-22-2000

Prepared by: Michael J Posner 1555 Palm Beach Lakes Blvd.  
 West Palm Beach, FL 33401 Bar No: 525685 561/689-8111

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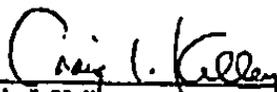
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**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**ACKNOWLEDGMENT:**

Having been named to accept service of process for LOUIS DICARLO HOLDINGS, INC., at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 607.0505 Florida Statutes.

Date: December 5, 1996.

  
\_\_\_\_\_  
Craig I. Kelly

FILED  
96 DEC -5 PM 4:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA