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

ACCT#:

CONTACT: STEVEN E KELLY
PHONE: (407) 689-8111
(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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TALLAHASSEE, FLORIDA

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Fax Audit No.: H96000017103

ARTICLES OF INCORPORATION

OF

LOUIS DICARLO HOLDINGS, INC.

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.

Prepared by: Michael J Posner 1555 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401 Bar No: 525635 561/689-8111

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ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this 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. Kelley, Esq.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Name**Address**

Craig I. Kelley

1555 Palm Beach Lakes Blvd.
Suite 1000
West Palm Beach, FL 33401

DATED this 5th day of December, 1996.

Craig I. Kelley
Craig I. Kelley
(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. Kelley, 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 5th day of December, 1996.



Notary Public

Sign: Steven E. KellyPrint: STEVEN E. KELLY

State of Florida at Large

My Commission Expires: 3-22-2000

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

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COONEY WARD ET AL

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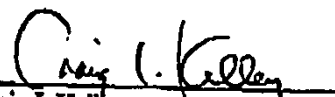
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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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. Kelley

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Michael J Posner 1535 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401 Bar No: 523685 561/689-8111

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