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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-12/24/96--01116--010
*****78.75 *****78.75

Subject: ~~MELISSA S. THOMPSON, INCORPORATED~~

Enclosed is an original and one (1) copy of the articles of incorporation and a check for Seventy Eight Dollars and Seventy Five Cents (\$78.75) for the Filing Fee, registration of the agent and a certificate.

From: MELISSA S. THOMPSON
34825 LA PLACE COURT
EUSTIS, FLORIDA 32736-9298
(352) 357-7952

FILED
96 DEC 23 PM 3:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Signature]
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**ARTICLES OF INCORPORATION
OF
THE THOMPSON ZOO, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation is:

THE THOMPSON ZOO, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business of the corporation shall be located at 34825 LA PLACE COURT, EUSTIS, FLORIDA 32736-9298. The mailing address is the SAME.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares having par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans with the provisions of Section 1244 of the Internal Revenue Code of 1954.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Name: Melissa S. Thompson

Address: 34825 LA Place Court, Eustis, Florida 32736-9298. The mailing address is the SAME.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Name: Melissa S. Thompson

Address: 34825 LA Place Court, Eustis, Florida 32736-9298.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and street address of the director who shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified are:


Name
Melissa S. Thompson

Address
34825 LA Place Court
Eustis, Fl 32726-9298

ARTICLE VII AMENDMENT

These Articles of Incorporation may be altered or amended by a resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of the majority of the shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

The undersigned incorporator has executed these Articles of Incorporation this 01 day of January, 1996.

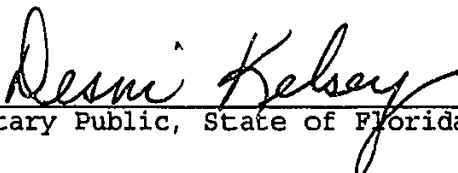

Melissa A. Thompson, Incorporator

State of Florida
County of LAKE

The foregoing Articles of Incorporation were acknowledged before me this 4th day of DECEMBER, 1996, by MELISSA S. THOMPSON.



DESNI A KELSEY
My Commission CC438761
Expires Feb. 14, 1999
Bonded by NFNU
800-224-6368


Notary Public, State of Florida

I, MELISSA S. THOMPSON do hereby agree to serve as the corporation's registered agent pursuant to Article IV of the foregoing Articles of Incorporation.


MELISSA S. THOMPSON

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TALLAHASSEE FLORIDA