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***131.25 ***131.25

January 27, 1997

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

FILED
97 FEB -6 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Odaly's, Corp.

Dear Sirs:

Enclosed are the original Articles of Incorporation and Acceptance and Designation of Registered Agent for the above-named proposed Florida corporation for filing. Enclosed is a check in the amount of \$ 131.25 for payment of the fees and for a certificate under seal.

Thank you for your cooperation in this matter.

Very truly yours,

P. Michael Villalobos

P. Michael Villalobos

PMV/ev

Enclosure

2/10/97
1415 Hendry St
PO Box 1480
Fort Myers, FL 33902

**ARTICLES OF INCORPORATION
OF
ODALY'S, CORP.**

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

Article I

The name of this Corporation shall be ODALY'S, CORP.

Article II

The principal place of business and mailing address of this Corporation shall be:

1222 Viscaya Parkway
Cape Coral, Florida 33990

Article III

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

Article IV

This Corporation shall commence upon the filing of these Articles of Incorporation, and shall have perpetual existence.

Article V

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

Article VI

The name and address of the initial Registered Agent is:

Fermin Lorenzo Hernandez
1222 Viscaya Parkway
Cape Coral, Florida 33990

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

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Article VII

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one. The name and street address of the initial director of this Corporation are:

Fermin Lorenzo Hernandez
1222 Viscaya Parkway
Cape Coral, Florida 33990

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor or successors are elected or appointed and have qualified, whichever occurs first.

Article VIII

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

Fermin Lorenzo Hernandez
1222 Viscaya Parkway
Cape Coral, Florida 33990

Article IX

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 stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation on this 28th day of January, 1997.



Fermin Lorenzo Hernandez, Incorporator

Notarization on Following Page

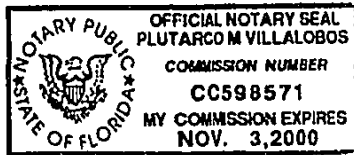
STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 28th day of January, 1997,
by Fermin Lorenzo Hernandez, who is personally known to me or who has produced
DL as identification and who did take an oath.

NJ # H 2718 26273 07542

(Seal)



(sign)

Plutarco M. Villalobos

(print)

Plutarco M. Villalobos

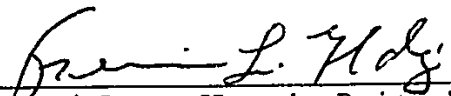
Notary Public, State of Florida at Large

My commission expires:

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of service of process for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 28th day of January, 1997.



Fermin Lorenzo Hernandez, Registered Agent

STATE OF FLORIDA

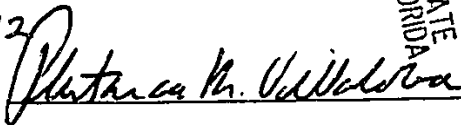
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 28th day of January, 1997, by Fermin Lorenzo Hernandez, who is personally known to me or who has produced DL as identification and who did take an oath.

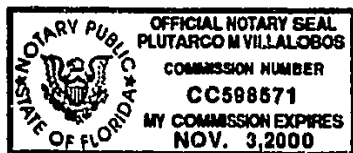
NJ. # H 2718 26273 07542

(Seal)

(sign)



(print) Plutarco M. Villalobos
Notary Public, State of Florida at Large
My commission expires:



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