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LAWRENCE BUNIN, P.A.

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March 24, 1996

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PLANTATION, FLORIDA 33324

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-03/27/97--01017--006

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RE: Articles of Incorporation for Later Gator, Inc.

Gentlemen:

With reference to the above-captioned matter, enclosed please find two Articles of Incorporation together with my check in the amount of \$122.50 representing the various fees involved in order to file the Articles. Kindly forward a stamped copy to the undersigned.

Very truly yours,



LAWRENCE BUNIN

LB/il

Enclosures

AL MAR 31 1997

FILED
97 MAR 27 PM 1:15
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

LATER GATOR, INC.

FILED
97 MAR 27 PM 1:15
TALLAHASSEE FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby associates themselves together to form a corporation for profit under the laws of the State of Florida; and further does agree to the following conditions of said corporation:

ARTICLE I: NAME AND PRINCIPAL ADDRESS OF BUSINESS

The name of the corporation is:

LATER GATOR, INC.

The principal address of the business is:

100 Lincoln Road, #447, Miami Beach, FL 33139

ARTICLE II: NATURE OF BUSINESS

This corporation is organized for the following purpose or purposes: to engage in any and all business ventures and transactions allowable under any and all applicable state and federal laws and all things related thereto and for the purpose of transacting any and all lawful business.

ARTICLE III: CAPITAL STOCK

This corporation is authorized to issue a maximum of 100 shares of stock. The shares of stock authorized shall be common stock, having a par value of \$5.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV:

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be: LEE S. WEISS, 100 LINCOLN ROAD, #447, Miami Beach, FL 33139.

ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the corporation shall have no less than (1) director at any time. The name and office address of each member of the first Board of Directors as follows:

<u>NAME</u>	<u>ADDRESS</u>
LEE WEISS	100 Lincoln Road, #447 Miami Beach, FL 33139

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the corporation.

ARTICLE VI: INCORPORATOR(S)

The name and post office address of each Incorporator executing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LEE WEISS	100 Lincoln Road, #447 Miami Beach, FL 33139

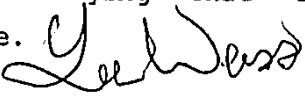
ARTICLE VII: AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE VIII: COMMENCEMENT DATE

Corporate existence will commence on date the Articles of Incorporation are filed with the Secretary of State, State of Florida.

THE UNDERSIGNED Incorporator for the purposes of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein contained are stated true.



LEE WEISS (SEAL)

CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF
PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates LEE WEISS, whose address is 100 Lincoln Road, #447, Miami Beach 33139 as its Registered Agent to accept service of process with the State.

Lee Weiss (SEAL)
LEE WEISS

THE UNDERSIGNED hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

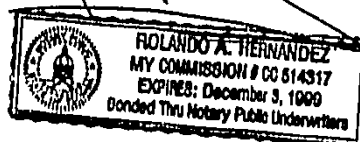
Lee Weiss (SEAL)
LEE WEISS

STATE OF FLORIDA :
SS
COUNTY OF DADE :

BE IT REMEMBERED that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared LEE WEISS who is known to me to be the person described as Incorporator in the foregoing Articles of Incorporation and acknowledged before me that he executed said Articles of Incorporation.

WITNESS MY HAND and official seal
at Citibank, said DADE County and State Florida
aforementioned, this 14th day of March, 1997.

[Signature]
Notary Public



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TALLAHASSEE, FLORIDA