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FILED
APR 14 PM 10:05
TALLAHASSEE, FLORIDA

TOON SALOON I, INC.
1001 MC CLELLAN ROAD
FROSTPROOF, FL 33843

March 20, 1997

300002141823--8
-04/14/97--01042--013
*****70.00 *****70.00

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
4-7-97

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$70.00.

This represents the cost of the Filing Fee and Fee for Registered Agent Designation for the above named corporation.

Sincerely,

Loraine Dixon

Loraine Dixon, President

P. O. Box 6327

APR 16 1997

ARTICLES OF INCORPORATION
OF
TOON SALOON I, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the laws of the State of Florida.

EFFECTIVE DATE
4-7-97

ARTICLE I - NAME

The name of this Corporation is TOON SALOON I, INC.

ARTICLE II - DURATION

This Corporation shall exist in perpetuity, commencing five (5) business days prior to the time of filing these Articles with the Department of State, unless dissolved according to Florida Law.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) shares of capital stock, which shall be designated "Common Stock". All common shares shall be identical with each other in every respect, and the holders thereof shall be entitled to one (1) vote for each share upon matters on which shareholders have a right to vote.

ARTICLE IV - PRINCIPAL OFFICE

The address, and mailing address, of the principal office of the Corporation is 1001 McClellan Road, Frostproof, Florida, 33843.

ARTICLE V - BOARD OF DIRECTORS

Since this Corporation will have fewer than thirty five (35) shareholders, a Board of Directors shall not be required and the shareholders shall perform all of the duties of a Board of Directors as set forth in Florida Statute 607.

ARTICLE VI - INITIAL REGISTERED AGENT

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent for the Corporation is Loraine Dixon, 1001 McClellan Road, Frostproof, Florida, 33843.

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Loraine Dixon	President/Treasurer
1001 McClellan Road	
Frostproof, Florida 33843	

Kimberlyn Dixon	Vice President/Secretary
1121 McClellan Road	
Frostproof, Florida 33843	

IN WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation this 8th day of April,
1997.

Loraine Dixon
Loraine Dixon, Incorporator

Kimberly Dixon
Kimberly Dixon, Incorporator

STATE OF FLORIDA)
)
COUNTY OF HIGHLANDS) SS:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County set forth above to take acknowledgments, personally appeared Loraine Dixon, and Kimberlyn Dixon, to me personally known and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 8th day of April, 1997.


Notary Public, State of Florida
at Large. My Commission Expires:



MARGARET E DOANE
My Commission CC325990
Expires Oct. 25, 1997
Bonded by ANB
800-852-5878

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
OF
TOON SALOON I, INC.,

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TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.034,
the following is submitted:

The above Corporation, desiring to organize under the laws
of the State of Florida with its registered office as indicated
in the Articles of Incorporation at 1001 McClellan Road,
Frostproof, Florida 33843, has named LORAIN DIXON, located at
the aforesaid address, as its Registered Agent to accept
service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above stated Corporation at the place designated in this
certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida law in keeping open
said office.



Registered Agent