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JOHN M. WALTERS
ATTORNEY AT LAW

695 CENTRAL AVENUE, SUITE 107 • ST. PETERSBURG, FLORIDA 33701

TELEPHONE: (813) 822-0777 FAX (813) 821-7347

April 22, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

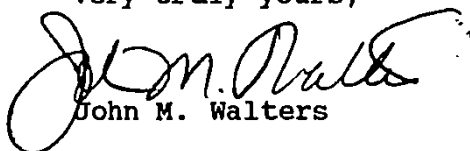
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RE: Articles of Incorporation of London Pride, Inc.

Dear Sir/Madam:

Enclosed please find original Articles of Incorporation and Certificate Designating Registered Agent for filing. Also enclosed please find a check in the amount of \$122.50 made payable to Secretary of State to cover the cost of filing the corporation and the cost of a certified copy of the Articles of Incorporation. For your convenience, I have enclosed a stamped, self-address envelope for return of the certified copy.

Very truly yours,


John M. Walters

JMW/lss
Enclosures

FILED
97 APR 24 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 26 1997


5 pages

ARTICLES OF INCORPORATION
OF
LONDON PRIDE, INC.

97 APR 24 AM 9:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is LONDON PRIDE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 500. Such shares shall be of a single class, and shall have a par value of \$1.00.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata

share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT
AND THE INITIAL PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 336 Corey Avenue, St. Pete Beach, Florida 33706, and the name of the initial registered agent of this corporation at that address is GERRY GOODWIN.

The street address of the initial principal office of this corporation is: 336 Corey Avenue, St. Pete Beach, Florida 33706.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) Director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than two (2) Directors nor more than five (5) Directors. The names and addresses of the initial Board of Directors of the Corporation are:

GERRY GOODWIN
313 44th Avenue
St. Pete Beach, FL 33706

KRYSIA GOODWIN
313 44th Avenue
St. Pete Beach, FL 33706

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is: GERRY GOODWIN.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

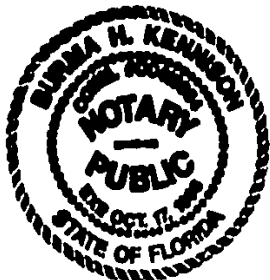
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 22nd day of April, 1997.

Gerry Goodwin
GERRY GOODWIN, Incorporator

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GERRY GOODWIN to be and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 22 day of April, 1997.



Burma H. Kennison
NOTARY PUBLIC Burma H. Kennison
STATE OF FLORIDA
My Commission Expires: 10/17/98

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

The following is submitted in compliance with Chapter 48.091
Florida Statutes:

That LONDON PRIDE, INC. desiring to organize under the laws of
the State of Florida with its principal office as indicated in the
ARTICLES OF INCORPORATION, at the City of St. Pete Beach, County of
Pinellas, State of Florida, has named GERRY GOODWIN as its
Registered Agent and its Registered Office is at 336 Corey Avenue,
St. Pete Beach, Florida 33706, GERRY GOODWIN to accept service of
process with the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the
Certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act relative to keeping open
said office.

Gerry Goodwin
GERRY GOODWIN, Registered Agent

97 APR 26 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED