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ACCOUNT NO. : 072100000032

REFERENCE : 358947 11445A

AUTHORIZATION :

*Patricia Pizutto*

COST LIMIT : \$ 70.00

ORDER DATE : May 8, 1997

ORDER TIME : 10:0 AM

ORDER NO. : 358947-005

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CUSTOMER NO: 11445A

CUSTOMER: David W. Hedrick, Esq  
DAVID W. HEDRICK, P.A.

Suite 1100  
135 West Central Boulevard  
Orlando, FL 32801

DOMESTIC FILING

NAME: WE'RE ON A ROLL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS: \_\_\_\_\_

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97 MAY -8 4 11:34  
TALLAHASSEE, FLORIDA

84W MAY - 8 1997

**ARTICLES OF INCORPORATION**

**OF**

**WE'RE ON A ROLL, INC.**

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 the corporation shall be WE'RE ON A ROLL, INC.

**ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common.

**ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

#### **ARTICLE V**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### **ARTICLE VI**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

#### **ARTICLE VII**

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### **ARTICLE VIII**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three (3) directors whose names and addresses are as follows:

Nicholas DeSantis  
1213 Franklin Dr.  
Pt. Orange, FL 32119

Stephen A. Carter  
1420 New Bellevue #1702  
Daytona Beach, FL 32119

Gregory H. Price  
166 Sweetgum Ln.  
Pt. Orange, FL 32119

**ARTICLE IX**

The initial registered agent of the corporation is NICHOLAS DeSANTIS. The street address of the corporation's initial registered office is 1213 Franklin Dr., Pt. Orange, FL 32119

**ARTICLE X**

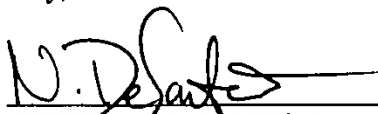
The principal place of business and mailing address of this corporation shall be:

1213 Franklin Dr.,  
Pt. Orange, FL 32119

**ARTICLE XI**

The name and address of the incorporator to these Article of Incorporation is: NICHOLAS DeSANTIS, 1213 Franklin Dr., Pt. Orange, FL 32119.

The undersigned incorporator has executed these Articles of Incorporation this 7th day of May, 1997.

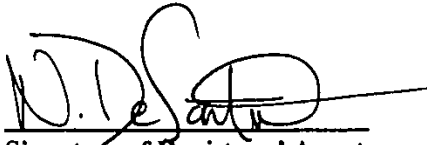
A handwritten signature in dark ink, appearing to read "N. DeSantis", is written over a horizontal line.

NICHOLAS DeSANTIS, Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT**  
**FOR**  
**WE'RE ON A ROLL, INC.**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: May 7, 1997.

A handwritten signature in dark ink, appearing to read 'N. DeSantis', is written over a horizontal line.

Signature of Registered Agent  
NICHOLAS DeSANTIS

5/11/97 8 PM 12:49  
TALLAHASSEE, FLORIDA