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CRAIG & MURRAY, LLP

ATTORNEYS AT LAW

1250 TAMiami TRAIL NORTH

SUITE 201

NAPLES, FLORIDA 34102

TELEPHONE (941) 434-5454

TELEFAX (941) 434-8425

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DIVISION OF CORPORATIONS

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*ADMITTED IN MICHIGAN & FLORIDA

ROBERT E. CRAIG*
PAUL A. MURRAY, P.A.*

June 4, 1997

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

RE: WILHELM PEST CONTROL, INC.

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-06/06/97--01068--012
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a time stamped copy of the Articles of Incorporation (duplicate enclosed) in the stamped self addressed envelope also enclosed

Also enclosed please find my check for \$70 00 made payable to the Department of State for filing fees.

Thank you for your attention and cooperation in this matter. If you should have any questions, please do not hesitate to contact my office.

Very truly yours,
Paul A. Murray, P.A.

Paul A. Murray
For the Firm

PAM:sh
Enclosures As Noted
cc: Robert M. Wilhelm

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**ARTICLES OF INCORPORATION
OF
WILHELM PEST CONTROL, 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 this corporation is WILHELM PEST CONTROL, INC.

ARTICLE II

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

4211 6th Avenue NE, Naples, Florida 34120.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 Common Shares with \$1.00 par value per share.

ARTICLE IV

The name of the corporation's initial registered agent and the address of the initial registered office of this corporation is as follows:

Robert M. Wilhelm
4211 6th Avenue NE
Naples, Florida 34120

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is as follows:

Robert M. Wilhelm
4211 6th Avenue NE
Naples, Florida 34120

The undersigned has executed these Articles of Incorporation this 4th day of June, 1997.

INCORPORATOR


Robert M. Wilhelm

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**Designation and Acceptance of Registered Agent
for a Florida Corporation**

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Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is WILHELM PEST CONTROL, INC..
2. The name of the registered agent is Robert M. Wilhelm.
3. The address of the registered agent/registered office is: 4211 6th Avenue NE
Naples, Florida 34120

Acceptance

Having been named as registered agent and designated to accept service of process for the above 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 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.



Robert M. Wilhelm

Date: June 4, 1997

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((H97000009410 6))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: LOS CABANAS RESTAURANT, INC.
AUDIT NUMBER.....H97000009410
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
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ARTICLES OF INCORPORATION

OF

LOS CABANAS RESTAURANT, INC.

(6)
The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with Section 607.0202, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation is: LOS CABANAS RESTAURANT, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS AND POWERS

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

Jonathan H. Green
799 Brickell Plaza, Ste 700
Miami, FL 33131
Fla Bar #307513
(305) 372-5100

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TALLAHASSEE, FLORIDA

H97000009410 ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial registered and principal office of this Corporation in the State of Florida shall be:

JONATHAN H. GREEN
c/o Jonathan H. Green, P.A.
799 Brickell Plaza, Suite 700
Miami, Florida 33131-2816

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

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ARTICLE VII

INITIAL DIRECTOR

The name of the Initial Director of this Corporation and his street address is:

JONATHAN H. GREEN
c/o Jonathan H. Green, P.A.
799 Brickell Plaza, Suite 700
Miami, Florida 33131-2816

The person named as Initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

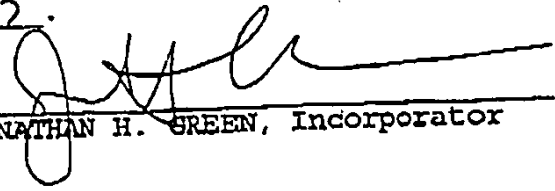
ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator are:

JONATHAN H. GREEN
c/o Jonathan H. Green, P.A.
799 Brickell Plaza, Suite 700
Miami, Florida 33131-2816

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 9th day of June, 1992.



JONATHAN H. GREEN, Incorporator

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STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared JONATHAN H. GREEN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 9th day of June, 1997.

Matthew M. Shemo, Jr.

NOTARY PUBLIC
State of Florida At Large

(SEAL)

My Commission Expires:



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

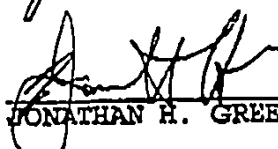
Pursuant to Chapter 607.0501 Florida Statutes, the following
is submitted in compliance with said Act:

That Los Cabanas Restaurant, Inc., desiring to organize under
the laws of the State of Florida, with its principal office, as
indicated in the Article of Incorporation at Miami, County of Dade,
State of Florida, has named JONATHAN H. GREEN located at 799
Brickell Plaza, Suite 700, City of Miami, County of Dade, State of
Florida, as its agent to accept service of process within the
state.

ACKNOWLEDGEMENT

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

Dated this 9th day of June, 1997.


JONATHAN H. GREEN

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