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L.A. Jones P.A.
CERTIFIED PUBLIC ACCOUNTANTS
409 SOUTH OLD DIXIE HWY
P.O. BOX 1719
LADY LAKE, FL 32158-1719

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 30 11:31

8-7/1/97

EFFECTIVE DATE

6/27/97

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**ARTICLES OF INCORPORATION
OF**

SOUTHERN VANILLA INC.

ARTICLE I - NAME

The name of this corporation is **SOUTHERN VANILLA INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of signing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of no par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata 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 PRINCIPAL OFFICE AND
RESIDENT AGENT**

The principal office address of this corporation is 109 Shiloh Avenue, Apt #109 Lady Lake, FL 32159, and the mailing address is P.O. Box 627, Lady Lake, FL 32158-0627. The principal office and registered office addresses are the same. The initial registered agent of this corporation at those addresses is **L. Pickett**.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is L. Pickett, P.O. Box 627, Lady Lake, FL 32158-0627.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is L. Pickett, P.O. Box 627, Lady Lake, FL 32159-0627.

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers, as enumerated in the Florida General Corporation Act.

ARTICLE X - INDEMNIFICATION

No officer, director or stockholder shall be held personally liable when acting in official capacity on company business. The corporation shall indemnify any officer, director or stockholder, or any former officer, director or stockholder to the full extent permitted by law.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of June, 1997.



INCORPORATOR

I am familiar with the duties of resident agent, and hereby accept the position as resident agent of **SOUTHERN VANILLA INC.**



RESIDENT AGENT