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LAW OFFICES

Macy and Associates, P.A.

PERSONAL INJURY ATTORNEYS
AND COUNSELORS AT LAW

WRITTEN REPLY TO

202 MARGARET STREET
BRANDON, FLORIDA 33511
(813) 681-8848

FAX (813) 653-2228
July 15, 1997

GREGORY L. MACY *
TERRY L. WIGGINTON

* BOARD CERTIFIED
CIVIL TRIAL LAWYER
* CERTIFIED CIRCUIT
COURT MEDIATOR

MAURICE D. RAKES
INVESTIGATOR/PARALEGAL
ADMINISTRATOR

DARLEEN M. BLOCK
PARALEGAL

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***122.50 ***122.50

Secretary of State
Charter Division
The Capitol
Tallahassee, FL 32301

Re: Articles of Incorporation for EDI'S PLACE, INC.

Dear Sir:

Please find enclosed the original and one copy of Articles of Incorporation for Edi's Place, Inc. Also enclosed is a check in the amount of \$122.50 for:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

If the Articles of Incorporation meet with your approval, please register the corporation in the State of Florida and forward one certified copy of the Articles to me.

Thank you for your cooperation in this matter.

Very truly yours,

MACY & ASSOCIATES, PA

Gregory L. Macy
Gregory L. Macy

GLM:mjm
Encls

JUL 21

FILED
97 JUL 18 PM 3:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Consultations Available At These Locations

212 NORTH COLLINS STREET
PLANT CITY, FLORIDA 33566
(813) 754-9336

500 S. FLORIDA AVENUE, SUITE 600
LAKELAND, FLORIDA 33801
(941) 688-9068

7419 U.S. 19
NEW PORT RICHEY, FLORIDA 34652
(813) 847-9335

3308 SPRING HILL DRIVE
SPRING HILL, FLORIDA 34606
(352) 686-9449

ARTICLES OF INCORPORATION
OF
EDI'S PLACE, INC.

FILED

97 JUL 18 PM 3:15

SECRETARY
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator hereby executes and acknowledges these Articles of Incorporation for the purposes of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation is Edi's Place, Inc.

ARTICLE II

The existence of this corporation shall be perpetual.

ARTICLE III

The general purpose of the business to be transacted by this corporation or the objects or purposes of the corporation shall be the transaction of any and all lawful business for which Corporation Act of the State of Florida and any amendments thereto apply, and the enjoyment of all powers now or hereafter conferred upon corporations by the Statutes or the laws of the State of Florida.

The foregoing shall be construed as both object and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation, subject to the laws and the Statutes of the State of Florida.

ARTICLE IV
Stock

(a) Number. The aggregate number of shares that the corporation shall have the authority to issue is 2,000 shares of capital stock with the par value of \$1.00 per share.

(b) Initial Issue. 100 shares of that capital stock of the corporation shall be issued for cash or other property (tangible or intangible) or for labor or services actually performed for this corporation, at fair valuation to be fixed by the Board of Directors.

(c) Stated Capital. The sum of the par value of all shares of capital stock in the corporation that have been issued shall be the stated capital of the corporation of any particular time.

(d) Dividends. The holder of the outstanding capital stock shall be entitled to receive, when and as directed by the Board of Directors, dividends payable either in cash or in property, or in shares of capital stock of the corporation.

(e) No Classes of Stock. The shares of the corporation are not to be divided into classes.

(f) No shares of Series. The corporation is not authorized to issue shares in series.

ARTICLE V

The initial office of this corporation shall be located at 6809 N. Dixon Avenue, Tampa, Fl 33604 and the name of the initial Registered Agent is William R. LePere, Sr., but the corporation shall have the power to relocate its initial office and to establish branch offices at other places within and without the State of Florida as may be determined and deemed expedient. The registered agent shall be located at the principal office address.

ARTICLE VI
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of at least one and not more than fifteen members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of said directors shall be of full age and at least one of them shall be a citizen of the United States. Quorum for the business shall be a majority of the directors present at a meeting at which a quorum is present, shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the Directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may revoke any director from office at any time with or without cause.

ARTICLE VII
First Board of Directors

The name and street address of the members of the first Board of Directors of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation, and the laws of the State of Florida shall hold office for the first year of the existence of this corporation, or until an election is held by the stockholders for the election of permanent directors or until their successors have been duly elected and qualified, are: William R. LePere, Sr., President and Director, and Edith C. LePere, Secretary/Treasurer and Director, 6809 N. Dixon Avenue, Tampa, Florida 33604.

ARTICLE VIII
Initial Incorporator

The name and street address of the initial incorporators to these Articles of Incorporation is as follows: William R. LePere, Sr., 6809 N. Dixon Avenue, Tampa, Florida 33604.

ARTICLE IX
Adoption of By-Laws

The power to adopt by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders. No by-law which have been altered, amended or adopted by such vote of the stockholders may be altered, amended or repealed by the vote of the directors until one year shall have expired since such action by vote of such stockholders. The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct or the affairs and business of this corporation, provided the same are consistent with the provisions of these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed the Articles of Incorporation for the uses and purposes therein stated.

William R. LePere, Sr.

William R. LePere, Sr.

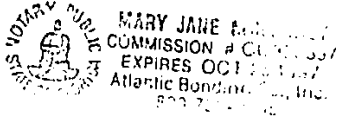
William R. LePere, Sr., to me well known and known to be the persons described herein, and who executed the foregoing instrument and acknowledged to and before me that he executed same instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 15th day of July, 1997.

Mary Jane McCraney

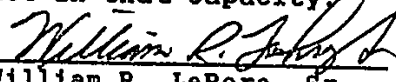
Mary Jane McCraney
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



ACCEPTANCE OF SERVICE AS REGISTERED AGENT

William R. LePere, Sr. having been named as Registered Agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity.


William R. LePere, Sr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA