

PA 7000066075

Wendy Grimaldi
17 Silver Springs
Key Largo, FL 33036
April 10, 1997

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

100003249751-4
-07/28/97-01171-001-4
***122.50 ***122.50

RE: Wendy Grimaldi, Inc.

Dear Sir/Madam:

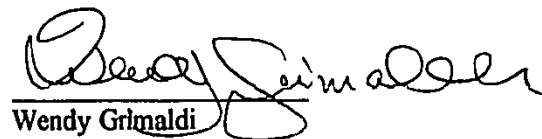
Relative to the above proposed Florida Corporation, I enclose original Articles of
Incorporation and Acceptance of Registered Agent. Please return one certified
copy of the Articles to the above address.

I also enclose a check in the amount of \$ 122.50 to cover all filing fees.

Thank you.

FILE
TALLAHASSEE, FLORIDA
97 JUL 28 AM 8:07

Sincerely,


Wendy Grimaldi

Enclosures

Bm 7/31/97

ARTICLES OF INCORPORATION
OF
WEN DY GRIMALDI, INC.

FILED
97 JUL 28 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS. The name of this corporation shall be Wendy Grimaldi, Inc., and its principal office address is: 17 Silver Springs, Key Largo, Florida 33036.

ARTICLE II. DURATION. This corporation is to exist perpetually.

ARTICLE III. PURPOSE. This corporation is organized for the purpose of the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK. This corporation is authorized to issue five thousand (5,000) shares of common stock at \$ 1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 17 Silver Springs, Key Largo, Florida 33037, and the name of the initial Registered Agent of this corporation at that address is Wendy Grimaldi.

ARTICLE VI. INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).
The name and address of the initial director is:

Wendy Grimaldi
President/Secretary/Treasurer

17 Silver Springs
Key Largo, FL 33037

ARTICLE VII. INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

Wendy Grimaldi
President/Secretary/Treasurer

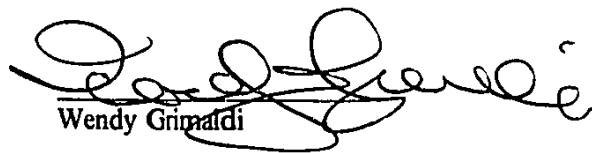
17 Silver Springs
Key Largo, FL 33037

ARTICLE VIII. INITIAL SHAREHOLDERS. Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts set opposite their names:

Wendy Grimaldi 50 Shares.

ARTICLE IX. AMENDMENTS. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25 day of April, 1997.

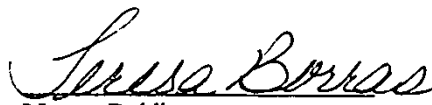

Wendy Grimaldi

STATE OF FLORIDA

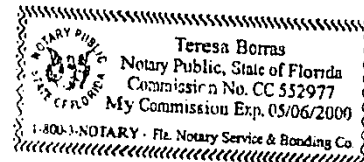
COUNTY OF MONROE

Before me, the undersigned authority, personally appeared Wendy Grimaldi, who
acknowledged before me that she executed these Articles of Incorporation for the
reasons and purposes therein stated and that they are true and correct.

SUBSCRIBED AND SWORN TO THIS 30th Day of April, 1997.


Notary Public

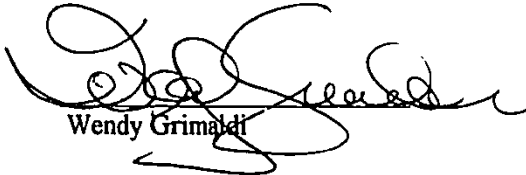
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of
Wendy Grimaldi, Inc., as designated in these Articles, I hereby accept
and agree to act in this capacity and to comply with the provisions of said Act
relative to keeping said office open.

DATED this 20 day of April, 1997.


Wendy Grimaldi

FILED
97 JUL 28 AM 8:07
TALLAHASSEE, FLORIDA