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KENNETH D. HAGLER

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September 25, 1997

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

Re: CASEY TOONS 2, INC.

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-09/26/97--01083--017
****122.50 ****122.50

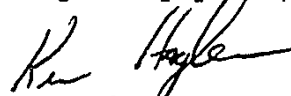
Dear Sir/Madam:

Enclosed are original Articles of Incorporation for the above referenced corporation. I enclose a check in the sum of \$122.50 for fees to incorporate this entity.

I have also enclosed a copy of the original Articles of Incorporation. Please file stamp them and return them to me along with your certificate of incorporation.

If you have any questions, please call me at (904) 824-7700. Thank you for your assistance.

Very truly yours,


Kenneth D. Hagler

KDH/tls

Enclosures

FILED
97 SEP 26 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nedeau SEP 29 1997

ARTICLES OF INCORPORATION
OF
CASEY TOONS 2, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, form this corporation under the Laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is CASEY TOONS 2, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is that this corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida, except that this corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, cemetery company, a building and loan association, fraternal benefit society, state fair exposition company, or engineering company.

ARTICLE III

SHARES OF STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock of the par value of ONE DOLLAR and no/100 Dollars (\$1.00) per share only, making the total authorized capital stock of this corporation ONE HUNDRED DOLLARS and no/100 Dollars (\$100.00).

The holders of the common stock shall be entitled to one (1) vote for each such share of common stock so held and shall participate in the meetings of the stockholders. All or any part of said common stock may be paid in cash or in property, labor, or services, the value thereof to be fixed and determined by the shareholders at their first meeting or at any subsequent meeting.

ARTICLE IV

INITIAL CAPITAL

The amount of capital which this corporation shall begin business with is ONE HUNDRED DOLLARS and no/100 Dollars (\$100.00).

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 3149-6 N Ponce De Leon Blvd., St. Augustine, Florida 32084.

ARTICLE VII

SUBSCRIBERS

The name each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore are:

Name	Shares	Consideration
Casey Leydon	100	\$100.00

ARTICLE VIII

AMENDMENTS

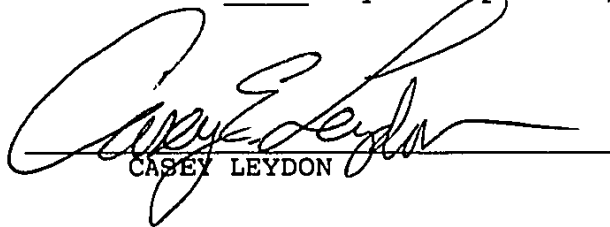
The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority vote of the stockholders entitled to vote, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

ARTICLE IX

RESIDENT AGENT

The street address of the registered office is 3149-6 N Ponce De Leon Blvd., St. Augustine, Florida 32084-8626, and the name of its initial Registered Agent at such address is Wayne F. Henderson, Esquire, until changed as provided by law without amendment of these Articles.

IN WITNESS WHEREOF, the said subscribing incorporators have hereunto set his hand and seal this ____ day of September, 1997.

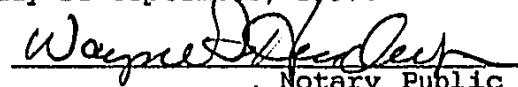

CASEY LEYDON

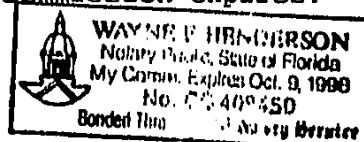
STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

BEFORE ME, the undersigned authority, personally appeared this day CASEY LEYDON, who provided a drivers License (personally known) identification and who executed the foregoing and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal at St. Augustine, St. Johns County, Florida, this 25 day of September, 1997.



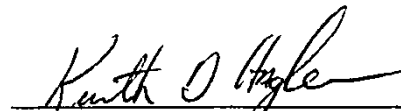

_____, Notary Public
State of Florida at Large
My commission expires:

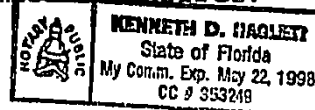


I, WAYNE F. HENDERSON, hereby accept the designation of
Resident Agent of CASEY TOONS 2, INC. for service of process.


WAYNE F. HENDERSON

SWORN TO and subscribed before me this 25th day of September,
1997.


Notary Public
State of Florida at Large
My commission expires:



FILED
97 SEP 26 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA