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November 20, 1997

Division of Corporations
Secretary of State
The Capitol
P. O. Box 6327
Tallahassee, Florida 32301

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-11/24/97--01108--022
****122.50 ****122.50

Re: MEGDOLLS, INC.
(Effective Date - November 20, 1997)

EFFECTIVE DATE
11-20-97

Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to give me a call.

Sincerely,



Michael D. Horlick

MDH/rad

Enclosures

cc: Deborah Nimick

MEGDOLL2.LTR

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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11-01-97

**ARTICLES OF INCORPORATION
OF
MEGDOLLS, INC.**

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DIVISION OF CORPORATIONS
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The undersigned, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

1. Corporate Name. The name of the corporation is **MEGDOLLS, INC.**
2. Corporate Existence. The term of existence of the corporation shall be perpetual. Corporate existence shall begin on November 20, 1997.
3. Corporate Purpose. The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any business, activity, contract or undertaking for which corporations may be incorporated under the Florida Business Corporation Act.
4. Capital Stock. The total number of shares of stock which the corporation shall have authority to issue is 500 shares, all common shares with a par value of \$1.00 per share.
5. Principal Office. The principal office of the corporation and its mailing address is in Sarasota County, Florida. The address of the principal office of the Corporation is as follows:

1655 Quail Drive
Sarasota, Florida 34231

6. Initial Registered Office and Agent. The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and Street Address

Deborah Nimick
1655 Quail Drive
Sarasota, Florida 34231

EFFECTIVE DATE
11-20-97

7. Incorporator. The name and address of each incorporator of the corporation is as follows:

Name and Street Address

Deborah Nimick
1655 Quail Drive
Sarasota, Florida 34231

8. Initial Board of Directors. The corporation shall have a Board of Directors of One (1) directors initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name and address of the persons who shall serve as the initial directors of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Name and Street Address

Deborah Nimick
1655 Quail Drive
Sarasota, Florida 34231

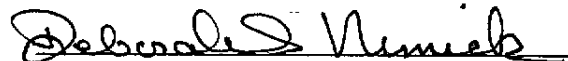
9. Bylaws. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the corporation.

10. Interested Transactions. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

11. Control Share Acquisitions. The provisions of F.S. 607.0901 and F.S. 607.0902, as from time to time in effect, shall not be applicable to the corporation or its shares.

12. Amendments to Articles. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has executed these Articles of Incorporation on November 20, 1997.


Deborah Nimick, Incorporator

MEGDOLLS, INC.

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CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above Corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with and hereby accept the duties and responsibilities as Registered Agent for MEGDOLLS, INC.

IN WITNESS WHEREOF, the undersigned, has executed this Consent on November 20, 1997.


Deborah Nimick, Registered Agent

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