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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: THE LAST DESPERADOS, INC.

AUDIT NUMBER.....H97000019929

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

THE LAST DESPERADOS, INC.

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE: THE LAST DESPERADOS, INC.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:
29312 N.W. 170 TERRACE
ALACHUA, FL 32615

ARTICLE II NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: FIFTEEN HUNDRED SHARES HAVING A PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE DESIGNATED AS "COMMON SHARES".

ARTICLE IV TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE V OFFICERS DIRECTORS

THE NAME(S) AND STREET ADDRESS(ES) OF THE INITIAL OFFICER(S) AND DIRECTOR(S), IF ANY, WHO SHALL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE OR UNTIL THEIR SUCCESSOR(S) IS(ARE) ELECTED, IS(ARE):

NAME
SUSAN SHERWOOD

STREET ADDRESS
29312 N.W. 170 TERRACE
ALACHUA, FL 32615

WILLIAM LAQUATRA

29312 N.W. 170 TERRACE

Prepared by: Susan Sherwood
29312 NW 170 Terr.
Alachua, FL 32615
(904) 462-7592

ALACHUA, FL 32615

ARTICLE VI INCORPORATOR(S)

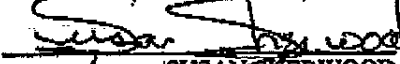

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THIS ARTICLES OF INCORPORATION IS(ARE):

29312 N.W. 170 TERRACE
ALACHUA, FL 32615

Susan Sherwood and William Laquadra

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR(S) HAS(HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 19th DAY OF NOVEMBER, 1997.

SIGNATURE(S) OF INCORPORATOR(S)


SUSAN SHERWOOD

WILLIAM LAQUATRA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 607.325, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION;

THE LAST DESPERADOS, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

SUSAN SHERWOOD
29312 N.W. 170 TERRACE
(P.O. BOX NOT ACCEPTABLE)

ALACHUA, FL 32615
(CITY/STATE/ZIP)

SIGNATURE 
SUSAN SHERWOOD

TITLE PRESIDENT

DATE NOVEMBER 19, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE NOVEMBER 19, 1997