

Frank J. Guida - Certified Public Accountant
Frank J. Guida C.P.A., P.A.

500 N. Maitland Avenue, Suite 308
P. O. Box 941708
Maitland, Florida 32794-1708

Phone (407) 539-0031
Fax (407) 869-4958

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December 1, 1997

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

Dear Sir or Madam

Enclosed are the Articles of Incorporation for Pooh's Corner, Inc. and a check in the amount of \$122.50.

Please record the Articles of Incorporation and send an acknowledgement back to the registered agent.

Sincerely,



Frank J. Guida

FILED
97 DEC -4 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DN 12-8-97

ARTICLES OF INCORPORATION

of

Pooh's Corner, Inc.

FILED
97 DEC -4 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Pooh's Corner, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Ten Thousand shares (10,000) of .01 dollars (\$.01) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Frank J. Guida
500 N. Maitland Avenue, Suite 308
Maitland, Florida 32751

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) 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(s) and address(es) of the initial director(s) of the corporation are as follows:

Frank J. Guida
500 N. Maitland Avenue, Suite 308
Maitland, Florida 32751

ARTICLE VII - INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles of Incorporation are as follows:

Frank J. Guida
500 N. Maitland Avenue, Suite 308
Maitland, Florida 32751

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 2 day of Dec, 1997.

Frank J. Guida

STATE OF FLORIDA)
SS

COUNTY OF Orange)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Frank J. Guida

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN THE WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 2nd day of Dec., 1997.

Vera E. McKeeby
(Notary Public, State of Florida at Large)

(Notary Seal)

My Commissions expires:



CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Pooh's Corner, Inc.

FILED
97 DEC -4 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

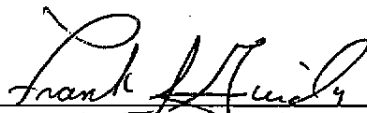
at 500 N. Maitland Ave., Suite 308
Maitland, Florida 32751

has named Frank J. Guida

located at the aforesaid address, as its Registered Agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(registered agent)