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LARSON & LARSON, P.A.

ATTORNEYS AT LAW  
Practicing Domestic & International  
Patent Trademark & Copyright Law  
Trial and Appellate Litigation

H. WILLIAM LARSON  
HERBERT W. LARSON  
ALSO ADMITTED IN DELAWARE AND THE DISTRICT  
OF COLUMBIA AND REGISTERED TO PRACTICE  
BEFORE THE U. S. PATENT AND TRADEMARK  
OFFICE. (REG. NO. 21008).

JAMES E. LARSON  
"PATENT AGENT"  
REGISTERED TO PRACTICE BEFORE THE  
U. S. PATENT AND TRADEMARK OFFICE  
(REG. NO. 37867).

PINEBROOK BUSINESS CENTER  
7381-114TH AVE. N. SUITE 406  
LARGO, FL 33773-5125  
813-546-0660  
FAX 813-545-1595

January 21, 1998

BATTAGLIA, ROSS, DICUS & WEIN, P.A.  
TRIAL COUNSEL

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

Re: Incorporation of The Chabo Brothers, Inc.  
Our Ref 1057

300002412889--5  
-01/27/98--01037--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed for filing is an original and one copy of the Articles of Incorporation for the above named Florida corporation.

Also enclosed is our firm's check in the amount of \$122.50, representing payment of the following:

Filing Fee	\$35.00
Registered Agent Fee	<u>35.00</u>
Total Enclosed	\$70.00

Please file the enclosed Articles of Incorporation.

Very truly yours,

LARSON & LARSON



H. William Larson, Esq.

FILED  
98 JAN 27 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

98-1-29-98

**ARTICLES OF INCORPORATION  
OF  
THE CHABO BROTHERS, INC.**

FILED  
98 JAN 27 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is THE CHABO BROTHERS, INC.
2. The address of its registered office in the State of Florida is 3063 Willow Ave., Largo, FL 33771. The name of the corporation's registered agent at such address is Michael E. Godwin.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.
4. The total number of shares of stock which the corporation is authorized to issue is one hundred thousand (100,000) shares no par value.
5. The business and affairs of the corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the By-Laws of the corporation.
6. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws.
7. The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.
8. The incorporator is Michael E. Godwin, 3063 Willow Ave., Largo, FL 33771.
9. The name and mailing address of the person who shall serve as director until the first annual meeting of the stockholders or until successors are elected and qualified is:

NAME

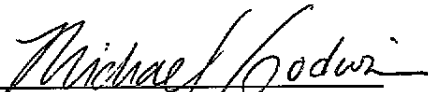
MAILING ADDRESS

Michael E. Godwin

3063 Willow Ave., Largo, FL 33771

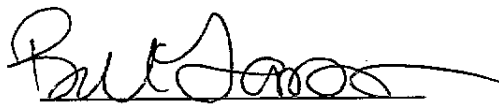
10. The principal address and mailing address of the corporation is 3063 Willow Ave., Largo, FL 33771.

I, **THE UNDERSIGNED**, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, do make, file and record this Certificate of Incorporation, certifying that the facts herein stated are true, and, accordingly, have hereto set my hand and seal this January 21, 1998.

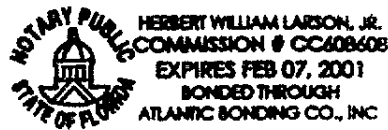
  
Michael E. Godwin, Incorporator

STATE OF FLORIDA       )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this January 21, 1998, Michael E. Godwin, who is personally known to me.

  
H. William Larson  
Notary Public

My commission expires:



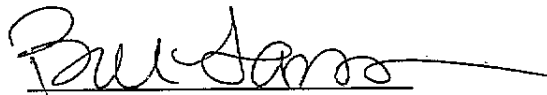
#### ACCEPTANCE OF REGISTERED AGENT

I, **THE UNDERSIGNED**, accept appointment as registered agent for **THE CHABO BROTHERS, INC.** and state that I am familiar with and accept the obligations provided for in § 607.0505 Florida Statutes.

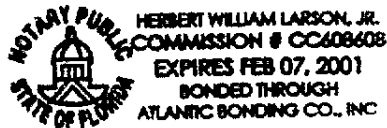
  
Michael E. Godwin, Registered Agent

STATE OF FLORIDA       )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this January 21, 1998, by Michael E. Godwin, who is personally known to me.

  
H. William Larson  
Notary Public

My commission expires:



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98 JAN 27 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA