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January 26, 1998

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

Re: Ya Buddy, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for the above, along with our check in the amount of \$122.50, to cover the appropriate fees.

When filed, please return the certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,
HARTER, SECREST & EMERY LLP

[Signature]
Dennis J. Lumsden

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 PM 3:59

D. BROWN JAN 30 1998

ARTICLES OF INCORPORATION

OF

YA BUDDY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 PM 3:59

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes, Section 607.0101 et seq., hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is **YA BUDDY, INC..**

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation is located at:

2916 Fowler Street
Fort Myers, Florida 33901

ARTICLE III - COMMENCEMENT AND DURATION

This Corporation shall commence to exist on the date these Articles are filed by the Department of State, in accordance with Section 607.0123(1), Florida Statutes, and shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any and all lawful business for which corporations may be incorporated.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) common shares, all of one class, each having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and registered office of this Corporation are as follows:

Dennis J. Lumsden

6719 Winkler Road, Suite 121
Fort Myers, Florida 33919

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall initially have one (1) Director. The number of Directors may be either increased or decreased, from time to time, by or under the Bylaws of the Corporation, but shall never be less than one (1).

The name and address of the initial Director of this Corporation are:

John H. Fowler

2916 Fowler Street
Fort Myers, Florida 33919

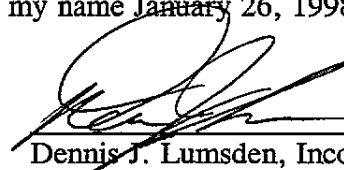
ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Dennis J. Lumsden

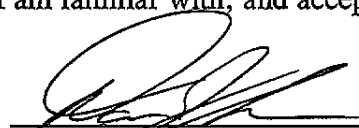
6719 Winkler Road, Suite 121
Fort Myers, Florida 33919

IN WITNESS WHEREOF, I have subscribed my name January 26, 1998.


Dennis J. Lumsden, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of Registered Agent. I am familiar with, and accept the obligations of Section 607.0505 Florida Statutes.


Dennis J. Lumsden

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