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OF COUNSEL

February 24, 1998

MAILING ADDRESS
P.O. BOX 5490
NORTHVILLE, MICHIGAN 48167

PERSONAL AND CONFIDENTIAL
TO BE OPENED BY ADDRESSEE ONLY

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

Re: Incorporation of Willie's Place, Inc.
Our File No:

500002443995--7
-03/02/98--01068--007
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find the following:

1. Transmittal Letter
2. Articles of Incorporation
3. Certificate of Designation of Registered Agent/Registered Office
4. Our draft in the amount of \$ 78.75 for the filing fee and Certificate for this incorporation.

We would appreciate the processing of the Articles of Incorporation for Willie's Place, Inc. in accordance with your existing rules and regulations. Should you have any questions do not hesitate to contact the undersigned.

Very Truly Yours

SULLIVAN & LEAVITT, P.C.

Martin J. Leavitt

MJL/ljh

Enclosures

cc: Edward Kenneth McCreary

FILED
98 MAR -2 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TM-3/3/98

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Willie's Place, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

140 Highland Avenue
Holly Hills, FL 32117

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TALLAHASSEE, FLORIDA

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Edward Kenneth McCreary
140 Highland Avenue
Holly Hills, FL 32117

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Edward Kenneth McCreary
140 Highland Avenue
Holly Hills, FL 32117

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

23rd day of February, 19 98.

(An additional article must be added if an effective date is requested.)



Signature
Edward Kenneth McCreary

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 is Willie's Place, Inc.

2. The name and address of the registered agent and office is:

Edward Kenneth McCreary
(NAME)

140 Highland Avenue
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Holly Hills, FL 32117
(CITY/STATE/ZIP)

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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.


(SIGNATURE)

Feb. 23, 1998
(DATE)