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MARCH 23, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT #: FCA000000015

AUTHORIZATION: PAUL HODGE

P.D. Hodge

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TYPE OF FILING: CORPORATE

NAME: MELANIE, INC.

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DEPARTMENT OF
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K. Rolfe MAR 23 1998

ARTICLES OF INCORPORATION
of
MELANIE, INC.

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1. The name of the corporation is MELANIE, INC.
2. The duration of the corporation is perpetual.
3. The initial address of the registered office in the State of Florida is 4613 Imperial Palm Ct., Largo, Florida 33771, County of Pinellas. The name of the Registered Agent at such address is Fenton E. Jones.
4. The purposes for which the Corporation is organized are:
 - (a) To engage, without limitation, in any lawful activity for which corporations may be organized under the Laws of the State of Florida.
 - (b) To do such acts in pursuit of its general purposes as are not forbidden by the laws of the State of Florida, as now in force or hereafter may be in force.
5. The maximum number of shares which the Corporation shall have the authority to issue is:
 - (a) 1,000,000 shares of Class A Common Stock having no par value.
 - (b) 500,000 shares of Class B Common Stock having no par value.

No holder of any class of stock in the Corporation shall be entitled as of right to purchase or subscribe for any part of any class of stock of the Corporation now authorized or hereafter authorized by any amendment of the Certificate of Incorporation and any stock now authorized or any such additional authorized issue of any stock may be issued and disposed of by the Board of Directors for such consideration and upon such terms and in such manner as the Board of Directors may in its discretion determine without offering any thereof on the same terms, or on any terms, to the shareholders, or to any class of shareholders.

The shares of each class of Common Stock shall be identical except that the holders of the Class B Common Stock shall be entitled to elect a majority of the Board of Directors. The holders of the Class A Common Stock shall elect the remainder of the Directors. Each share of Class B Common Stock shall be convertible at any time into one share of Class A Common Stock at the option of the holder.

6. Each holder of Common Stock shall be entitled to cumulative voting for each share of such stock standing in his name on the books of the Corporation.
7. The Corporation will not commence business until consideration of Two hundred and Fifty Dollars (\$250.00) has been received for the issue of shares,
8. Any vacancies in the Board of Directors for any reason and any newly created directorships resulting by reason of any increase in the number of directors shall be filled by the Board of Directors acting by a majority of the remaining directors then in

office although less than a quorum, and any director so chosen shall hold office until the next election and their successors are elected and qualified.

9. A written ballot shall not be required for the election of directors unless the Bylaws of the Corporation shall so provide

10. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

a) To adopt, amend or repeal the Bylaws of the Corporation by vote of a majority of the members of the Board of Directors, but any Bylaws adopted by the Board of Directors may be amended by the shareholders of the Corporation.

11. The name and mailing address of the incorporators is as follows:

Melanie A. Schekeryk
2165 Bow Lane,
Safety Harbor, Fl 34695

Fenton E. Jones
4613 Imperial Palm Ct.
Largo, FL 33771

12. The name and mailing address of the corporation's principal office is:

MELANIE, INC.
2165 Bow Lane,
Safety Harbor, Fl 34695

We, the undersigned, being the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this certificate, hereby declaring and certifying this is our act and deed and the facts herein as stated are true, and accordingly have hereunto set our hands this 17th day of March, 1998.


Melanie A. Schekeryk Incorporator


Fenton E. Jones, Incorporator

MELANIE, INC.

APPOINTMENT OF REGISTERED AGENT
AND ACCEPTANCE

FENTON E. JONES is appointed as REGISTERED AGENT of the above corporation.



FENTON E. JONES, INCORPORATOR MELANIE A. SCHEKERYK, INCORPORATOR

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

In compliance with Section, 48.901. Florida Statutes, the following is submitted:

1. MELANIE, INC. has named FENTON E. JONES as its agent to accept service of process within Florida.
2. Having been so named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

DATED at Safety, Harbor, Florida March 19, 1998


FENTON E. JONES, REGISTERED AGENT

Registered Office:
4613 Imperial Palm Court
Largo, Florida 33771

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