

P98000028468



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 757022 137223A

AUTHORIZATION :

COST LIMIT : \$ PPD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 26 AM 9:33

ORDER DATE : March 26, 1998

ORDER TIME : 1:47 PM

ORDER NO. : 757022-005

CUSTOMER NO: 137223A

CUSTOMER: John J. Mchugh Jr., Esq
JOHN J. MCHUGH, JR., ESQ

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-03/27/98--01001--005
****122.50 ****122.50

Suite U
333 17th Street
Vero Beach, FL 32960

DOMESTIC FILING

NAME: DARLIN OF VERO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED
98 MAR 26 PM 2:35
DIVISION OF CORPORATIONS

3/27/98

**ARTICLES OF INCORPORATION
OF**

DarLin of Vero, Inc.

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ARTICLE I - NAME

The name of this Corporation is: DarLin of Vero, Inc.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is:

7,500 shares of Common stock having a par value of \$1.00 per share.

The Shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The initial address of the principal office of this corporation is 1166 6th Avenue 17-C, Vero Beach, Florida 32960. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1), nor more than ten (10). The name and address of the director constituting the the initial Board of Director is:

Name	Address
Linda Kay Schupp	1166 6th Avenue 17-C P.O. Box 650250 Vero Beach, Florida 32965

ARTICLE VII - INCORPORATOR

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

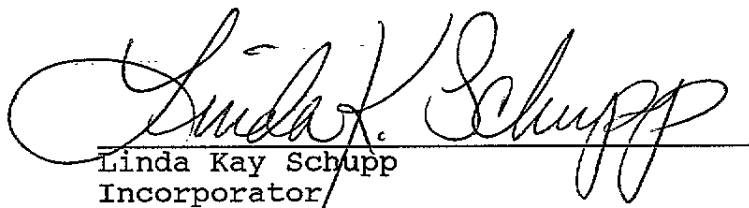
Name	Address
Linda Kay Schupp	1166 6th Avenue 17-C P.O. Box 650250 Vero Beach, Florida 32965

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 333
17th Street, Suite U, Vero Beach, Florida 32960, the registered
agent at that same address is John J. McHugh, Jr.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner
provided by law. Every amendment shall be approved by the holder
or holders of a majority of the stock entitled to vote thereon.


Linda Kay Schupp
Incorporator

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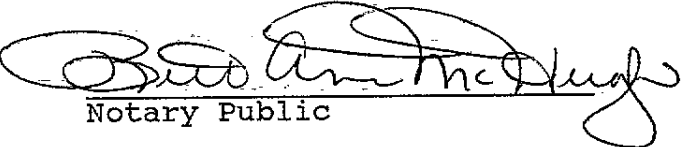
STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

BEFORE ME, the undersigned authority, personally appeared Linda Kay Schupp, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation, and produced drivers license as identification.

WITNESS my hand and official seal in the County and State named above, this 11th day of March, 1998.



Beth Ann McHugh
My Commission CC810318
Expires February 4, 2001

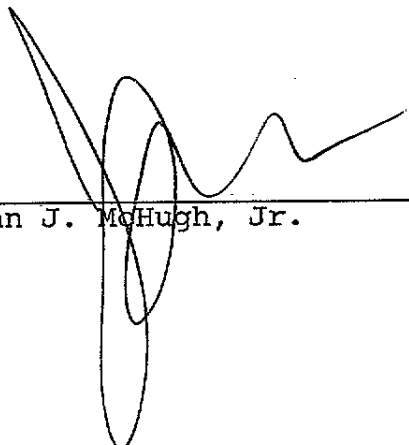

Notary Public

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of DarLin of Vero, Inc., at the place designated in the Articles of Incorporation.

Date: 2-11-98


John J. McHugh, Jr.