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**NANCY G. FARAGE**

PROFESSIONAL ASSOCIATION

ATTORNEY AT LAW

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Tampa, Florida 33602

POST OFFICE BOX 173027  
TAMPA, FLORIDA 33672

May 14, 1998

BY FEDERAL EXPRESS

Division of Corporations  
Department of State  
The Capitol  
Room 2002, North Monroe  
Tallahassee, FL 32310-8047

000002525770--0  
-05/15/98-01086-006  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE

5/14/98

Re: CODY'S ORIGINAL

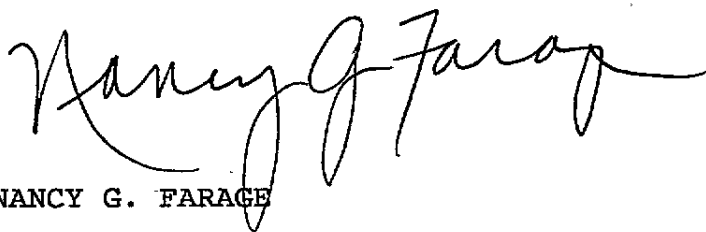
Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent for the above-named corporation. Please file the original Articles and Designation and return a certified copy of each to me.

Also enclosed is a check in the amount of \$122.50, representing the filing fee of \$35.00, certified copy fee of \$52.50, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter. If you have any questions, please call.

Sincerely yours,



NANCY G. FARAGE

NGF:gaj  
Enclosures

TS  
5/18

ARTICLES OF INCORPORATION  
OF  
CODY'S ORIGINAL, INC.

FILED  
98 MAY 15 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation,  
a natural person competent to contract, hereby forms a corporation  
under the laws of the State of Florida.

EFFECTIVE DATE  
5/14/98

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

CODY'S ORIGINAL, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful  
activities or business permitted under the laws of the United  
States, the State of Florida, or any other state, country,  
territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is  
authorized to have outstanding at any one time is one hundred (100)  
shares having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

The existence of this corporation shall commence on May 14, 1998, and this corporation shall have perpetually existence.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2430 Estancia Boulevard, Suite 106, Clearwater, FL 34621, and the name of the initial registered agent of this corporation at that address is Marion Davidson.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Marion Davidson	2430 Estancia Boulevard, Suite 106 Clearwater, FL 34621

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscriber to these

Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Marion Davidson	2430 Estancia Boulevard, Suite 106 Clearwater, FL 34621

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

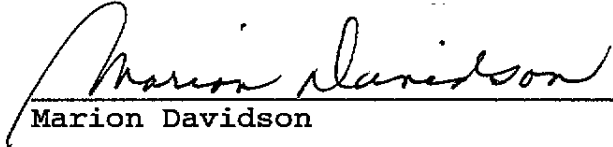
ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made, subscribed and

acknowledged these Articles of Incorporation, this 14<sup>th</sup> day of May, 1998.

  
Marion Davidson

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Marion Davidson, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 14<sup>th</sup> day of May, 1998.

  
NOTARY PUBLIC  
Print Name: \_\_\_\_\_  
My commission expires: \_\_\_\_\_



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida.

1. The name of the corporation is: Cody's Original, Inc.

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

Marion Davidson

(NAME)

2430 Estancia Boulevard, Suite 106

(P.O. BOX NOT ACCEPTABLE)

Clearwater, FL 34621

(CITY/STATE/ZIP)

SIGNATURE

Marion Davidson  
(corporate officer)

TITLE

President

DATE

5/14/98

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 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

DATE

Marion Davidson  
5/14/98

REGISTERED AGENT FILING FEE: \$35.00

98 MAY 15 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED