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HOWARD P. NEWMAN

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June 15, 1998

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

Re: Lucky Larry Enterprises, Inc.

Gentlemen:

Enclosed please find two originals and one copy of the Articles of Incorporation for the above-referenced corporation. I also enclose my check in the amount of \$122.50 for fees. Please return a conformed copy to me as soon as is possible.

Very truly yours,



HOWARD P. NEWMAN

HPN:md

Enclosures

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FILED

98 JUN 18 AM 10:49

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Howard Newman GAVE
AUTHORIZATION BY PHONE TO
CORRECT K/A Name
DATE 6-18-98
DOC. EXAM. mm

ARTICLES OF INCORPORATION
OF
LUCKY LARRY ENTERPRISES, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is LUCKY LARRY ENTERPRISES, INC. The principal office and mailing address is:

400 Village Blvd., Suite I
West Palm Beach, Florida 33409

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of no-par value voting common stock and 1,000 shares of no-par value non-voting common stock.

ARTICLE V

The Registered Agent and street address of the initial Registered Office of this corporation in the State of Florida shall be:

Michael Manzo
400 Village Blvd., Suite I
West Palm Beach, Florida 33409

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

This corporation shall have two (2) director initially. The number of Directors may be changed from time to time by the By-Laws but shall not be less than two (2). The names and addresses of the persons who are to serve as a member of the initial Board of Directors are:

Michael Manzo
400 Village Blvd., Suite I
West Palm Beach, FL 33409

Laurence Weiner
2884 Tennis Club Drive
West Palm Beach, FL 33417

ARTICLE VII

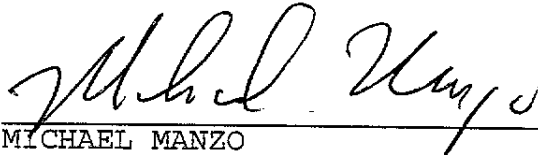
The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Michael Manzo
400 Village Blvd., Suite I
West Palm Beach, Florida 33409

ARTICLE VIII

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 the Board of Directors to the shareholders and approved at a shareholders' meeting by at least a majority of the shareholders entitled to vote, unless all of the directors and all of the shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 15 day of June, 1998.


MICHAEL MANZO

Title: Incorporator

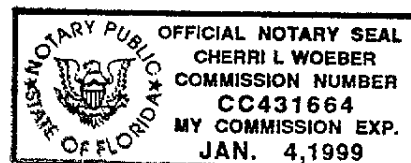
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared HOWARD P. NEWMAN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation on this 15 day of June, 1998.


Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED


In compliance with Section 48.091, Florida Statutes, the following is submitted:

That LUCKY LARRY ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office at the County of Palm Beach, State of Florida, has named Michael Manzo 400 Village Blvd., Suite I, West Palm Beach, Florida 33409 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED this 15 day of June, 1998.



MICHAEL MANZO
Registered Agent

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TALLAHASSEE, FLORIDA

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