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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 26 AM 10:26

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000057241

Lemonade of Pensacola, Inc

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-06/26/98--01025--002
***122.50 ***122.50

- Art of Inc. File cert.
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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DIVISION OF CORPORATIONS

Signature _____

Requested by: CS 6/26 9:33

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

RP
06-26-98

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ARTICLES OF INCORPORATION
OF
LEMONADE OF PENSACOLA, INC.

ARTICLE ONE - NAME

The name of the corporation is LEMONADE OF PENSACOLA, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 803 Stanley Avenue, Pensacola, Florida 32503 with a mailing address of 803 Stanley Avenue, Pensacola, Florida 32503 and the name of the initial registered agent of this corporation at that address is J. Clayton Roesch.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time

to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--|
| J. Clayton Roesch | 803 Stanley Avenue Pensacola, Florida 32503 |
| Debra D. Roesch | 803 Stanley Avenue Pensacola, Florida 32503 |

ARTICLE SEVEN - INCORPORATOR

The name and address of the person signing these Articles is J. Clayton Roesch, 803 Stanley Avenue, Pensacola, Florida 32503.

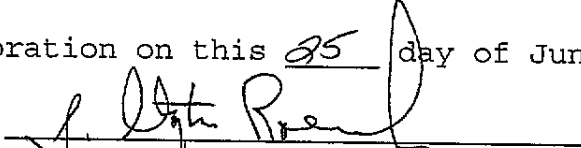
ARTICLE EIGHT - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE NINE - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

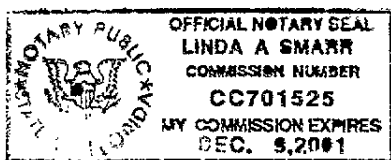
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 25 day of June, 1998.

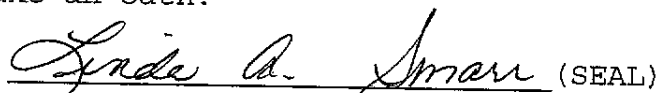


J. Clayton Roesch, Subscriber

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 25 day of June, 1998 by J. Clayton Roesch, who is personally known to me and who did not take an oath.





(SEAL)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

LEMONADE OF PENSACOLA, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First--that Lemonade of Pensacola, Inc. desiring to organize under
the laws of the State of Florida with its principal office, as indicated
in the Articles of Incorporation at City of Pensacola, County of
Escambia, State of Florida has named J. Clayton Roesch located at 803
Stanley Avenue, City of Pensacola, County of Escambia, State of Florida,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to
act in this capacity, and agree to comply with the provision of said Act
relative to keeping open said office.



J. Clayton Roesch, Registered Agent

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