

P980000095979

ROBERT L. UNDERWOOD, P.A.
LAW OFFICES

Robert L. Underwood, III*
Carl A. Bertoch †, Of Counsel
Shannon L. Evans ‡, Of Counsel

537 East Park Avenue
Tallahassee, FL 32301
Tel: (850)224-7040/Fax: (904)224-2406

Pager: (800)307-3324
Main Tel: (800) 686-1615
Main Fax: (919)781-9663
Voice Mail (919)990-2662
E-Mail: RLULAW@AOL.COM

* Licensed in D.C. and Florida only
† Licensed in Florida & Ohio only
‡ Licensed in California & Nevada only

November 6, 1998

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

Re: DENIRO'S, INC.

700002684367--5
-11/10/98--01043--016
*****122.50 *****78.75

Dear Secretary of State:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified copy	<u>\$ 52.50</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned:

Robert L. Underwood
537 East Park Avenue
Tallahassee, FL 32301

Thank you for your assistance.

Respectfully submitted,


Robert L. Underwood

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 3:42

B. BROCK NOV 13 1998

ARTICLES OF INCORPORATION
OF
DENIRO'S, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 3:42

ARTICLE I
NAME

The name of this corporation is DENIRO'S, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence unless sooner dissolved by law.

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 corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V
AMENDMENT OF ARTICLES

The power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 537 East Park Avenue, Tallahassee, FL 32301. The initial registered agent of this corporation is Robert L. Underwood, whose mailing address is 537 East Park Avenue, Tallahassee, FL 32301.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Directors and Officers of the Corporation, who shall hold such offices for the first year and/or until their successors are chosen and duly qualified, shall be:

ROSARIO POMA
5795 West Irlo Bronson Memorial Highway
Kissimmee, FL 34746

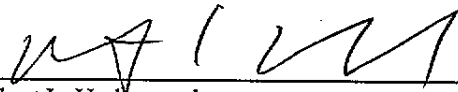
ARTICLE VIII

INCORPORATOR

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

Robert L. Underwood
537 East Park Avenue
Tallahassee, FL 32301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 5th day of November, 19 98.


Robert L. Underwood

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 DENIRO'S, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 537 East Park Avenue, Tallahassee, FL 32301, has named as its agent ROBERT L. UNDERWOOD, located at 537 East Park Avenue, Tallahassee, FL 32301, to accept service of process within Florida.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this 5th day of November, 1998.

LA 1 VM
Robert L. Underwood
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 3:42