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ARTHUR E. ROBERTS
(1929-1997)

JULIA R. LAW

January 13, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Soupcon, Inc.

300002744109-7
-01/15/99--01076--009
****122.50 *****78.75

Gentlemen:

Relative to the subject new corporation, enclosed please find the original and one copy of the articles of incorporation, which I would appreciate your filing and returning the copy to me certified.

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

Thanking you for your assistance in this matter, I remain

Sincerely,

JULIA R. LAW

JRL/bs

Enclosures

DIY INCORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
SOUPCON, INC.**

The undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby sets forth his intention to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is SOUPCON, INC.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

The registered office of this corporation in the State of Florida is 10411 Carlson Circle, Clermont, Florida 34711. The Registered Agent for this corporation at this address is ANTHONY R. MYERS. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

The corporation shall have one director initially, whose name and address are: ANTHONY R. MYERS, 10411 Carlson Circle, Clermont, Florida 34711.

ARTICLE VII

The name and address of the incorporator of this corporation are:

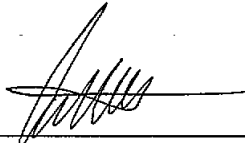
ANTHONY R. MYERS, 10411 Carlson Circle, Clermont, Florida 34711.

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 them to the stockholders, and approved at a stockholders' meeting by a three-quarters majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX

Shares of stock in this corporation may be transferred only as provided in the By-Laws of the corporation existing and in force at the time such transfer is desired.

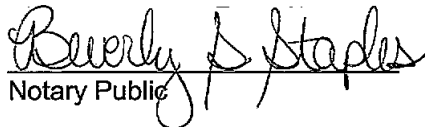


ANTHONY R. MYERS

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared ANTHONY R. MYERS, who is personally known to me to be the incorporator in the foregoing Articles of Incorporation, and acknowledged that he subscribed to these Articles of Incorporation

WITNESS my hand and seal in the County and State named above this 13th day of January, 1999.


Notary Public



BEVERLY S. STAPLES
MY COMMISSION # CC426028 EXPIRES
January 15, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

**STATE OF FLORIDA
DEPARTMENT OF STATE**

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

The following is submitted, in compliance with Chapter 607.034, Florida Statutes:

SOUPCON, INC., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 10411 Carlson Circle, Clermont, County of Lake, State of Florida, has named ANTHONY R. MYERS, located at 10411 Carlson Circle, Clermont, County of Lake, State of Florida, as its agent to accept service of process within this state.

OFFICERS: Name	Title	Specific Address
ANTHONY R. MYERS	President/Secretary/ Treasurer	10411 Carlson Circle Clermont, Florida 34711

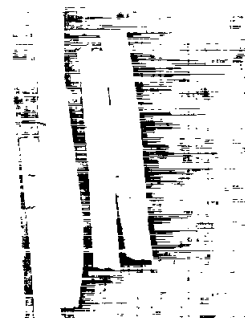
DIRECTORS: Name	Specific Address
ANTHONY R. MYERS	10411 Carlson Circle Clermont, Florida 34711

BY: 
ANTHONY R. MYERS, Corporate Officer

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


ANTHONY R. MYERS, Registered Agent



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE
OF FLORIDA.

1. The name of the corporation is SOUPCON, INC.
2. The name and address of the registered agent and office is ANTHONY
R. MYERS, 10411 Carlson Circle, Clermont, Florida 34711. 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 the 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.



ANTHONY R. MYERS, Registered Agent

Date: 1-13-99

FILED
99 JAN 15 PM 2:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA