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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAILING ADDRESS

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NICK YONCLAS

Board Certified Civil Trial Lawyer
Certified Circuit Court Mediator

January 15, 1999

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

Re: Incorporation of Landes Specialties, Inc.

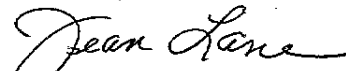
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*****78.75 *****78.75

Gentlemen:

Enclosed please find the original Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above referenced corporation which we would appreciate you filing. Enclosed is a check in the amount of \$78.75 for filing fees and for a certified copy of the articles to be returned to our office in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter and if there are any problems or questions, please call me at the number listed on our letterhead.

Sincerely,



Jean Lane, Secretary
to Nicholas Yonclas

P. Hall

JAN 25 1999

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

LANDES SPECIALTIES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**533 W. Gulf Beach Drive
St. George Island, Florida 32328**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Stephen V. Landes
533 W. Gulf Beach Drive
St. George Island, Florida 32328**

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**Stephen V. Landes
533 W. Gulf Beach Drive
St. George Island, Florida 32328**

The undersigned incorporator has executed these Articles of Incorporation this 14 day of January, 1999.


Stephen V. Landes

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

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

1. The name of the corporation is:

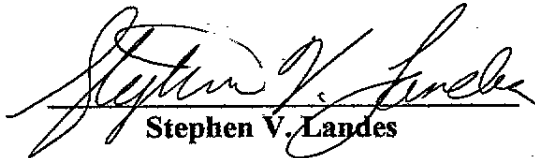
LANDES SPECIALTIES, INC.

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

**Stephen V. Landes
533 W. Gulf Beach Drive
St. George Island, Florida 32328**

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TALLAHASSEE, FLORIDA

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.


Stephen V. Landes

January 14, 1999