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REPLY TO:
P.O. BOX 2807
ORLANDO
FLORIDA 32802

P990000037514
April 20, 1999

The Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Grand Inferno, Inc.

Dear Sir/Madam:

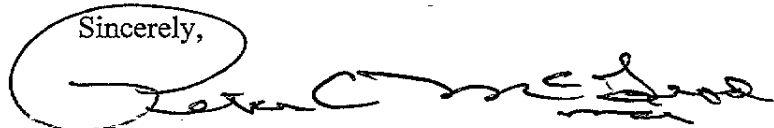
Enclosed please find the following:

1. Original Articles of Incorporation, together with a copy thereof
2. Registered Agent Designation
3. Filing Fee in the amount of \$78.75

Kindly process same, and provide me with a copy of said Articles and a certified certificate. I am enclosing a copy and self-addressed envelope for your convenience.

If you have any questions, please feel free to contact me.

Sincerely,



Peter C. McLeod

PCM:mcr
Enclosures

SHARON

APR 26 1999

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-04/22/99--01055--003
*****78.75 *****78.75
EFFECTIVE DATE
4-16-99

FILED
99 APR 22 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GRAND INFERNO, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I.
NAME

The name of this Corporation shall be Grand Inferno, Inc.

ARTICLE II.
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence upon the 16th day of April, 1999, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III.
PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV.
CAPITAL STOCK

A. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation.

B. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of Directors of the Corporation.

EFFECTIVE DATE
4-16-99

FILED
99 APR 22 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V.
PRINCIPAL BUSINESS OFFICE**

The principal business office of this corporation shall be located at:

111 Scottsdale Square
Winter Park, Florida 32792.

**ARTICLE VI.
MAILING ADDRESS**

The mailing address of this corporation shall be:

111 Scottsdale Square
Winter Park, Florida 32792.

**ARTICLE VII.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at:

250 North Orange Avenue,
Suite 1100
Orlando, Florida 32801.

and the initial Registered Agent of the Corporation at that address shall be Maureen C. Reardon. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VIII.
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as provided in the By-Laws. The name and street address of the initial Director of this Corporation is:

Keith Allen McLaughlin
111 Scottsdale Square
Winter Park, Florida 32792

Directors may be removed with cause.

**ARTICLE IX.
INCORPORATOR**

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

Keith Allen McLaughlin
111 Scottsdale Square
Winter Park, Florida 32792

**ARTICLE X.
BY-LAWS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XI.
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its Directors, officers, employees and agents, and former Directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said Directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XII.
CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the Directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a Director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as if he were not such a Director or officer of such other corporation, or not so interested.

ARTICLE XIII.
LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XIV.
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV.
HEADINGS AND CAPTIONS

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 16 day of April, 1999.

Keith Allen McLaughlin

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

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

GRAND INFERNO, INC. desiring to organize as a corporation under the laws of the State of Florida, with its registered office at:


250 North Orange Avenue, Suite 1100
Orlando, Florida 32801

has named and designated MAUREEN C. REARDON as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named 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 relating to the proper and complete performance of my duties as Registered Agent.

Dated: April 16, 1999.


Maureen C. Reardon
Registered Agent

FILED
99 APR 22 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA