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William E. Kreuter
Attorney At Law

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May 4, 1999

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

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-05/07/99--01129--017
*****78.75 *****78.75

RE: UPPER THIGH, INC.

Dear David:

Enclosed please find the original and one (1) copy of the Articles of Incorporation in regard to the above-captioned corporation, together with an original and one (1) copy of the Certificate Designating Registered Agent and my trust check No.1218 in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Filing Certificate of Registered Agent	35.00
	<u>\$ 78.75</u>

Please return a Certified Copy of the Articles to me in the envelope enclosed.

Very truly yours,

William E. Kreuter

WILLIAM E. KREUTER
WEK:cl
Enclosures

FILED
1 99 MAY -7 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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See 5/12

**ARTICLES OF INCORPORATION
OF
UPPER THIGH, INC.**

FILED
99 MAY -7 AM 10: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida General Corporations Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION:

The name of this Corporation shall be:

UPPER THIGH, INC.

PRINCIPAL OFFICE:

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

**100 So. Orange Avenue
Orlando, Florida 32801**

ARTICLE III

GENERAL NATURE OF BUSINESS:

The general purposes for which the Corporation is organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

SHARES:

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: **ONE HUNDRED** shares of common stock, having no par value.

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

**WILLIAM E. KREUTER
100 So. Orange Avenue
Orlando, Florida 32801**

ARTICLE VI

INCORPORATOR:

The name and address of the Incorporator to these Articles of Incorporation are:

**MICHAEL CRAGAN
100 So. Orange Avenue
Orlando, Florida 32801**

The undersigned incorporator has executed these Articles of Incorporation this 29th day of April,
1999.


MICHAEL CRAGAN

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
99 MAY -7 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 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:

UPPER THIGH, INC.

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

NAME: **WILLIAM E. KREUTER**

ADDRESS: **100 So. Orange Avenue**

CITY/STATE/ZIP **Orlando, Florida 32801**

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.


WILLIAM E. KREUTER

DATE: 4/29/99