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September 29, 1999

LLOYD GRANET

SUBJECT: LUPO ENTERPRISES ALABAMA, INC. REF: W99000022524

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6067.

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LLOYD GRANET

PAGE 03

FAX AUDIT NO. H99000024420 4

ARTICLES OF INCORPORATION OF LUPO ENTERPRISES ALABAMA, INC.

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

ARTICLE I. NAME

The name of the corporation is Lupo Enterprises Alabama, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business address and mailing address of this corporation shall be 190 West Glades Road, Suite C, Boca Raton, FL 33432.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00.

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The name of the initial registered agent whose business office is identical to the registered office is: Lloyd Granet, Esq., 1900 NW Corporate Boulevard, Suite 100, West Building, Boca Raton, FL 33431

The address of the registered office of the corporation is 1900 NW Corporate Boulevard, Suite 100, West Building, Boca Raton, FL 33431

The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE V. BOARD OF DIRECTORS.

The Corporation shall have five (5) director initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws adopted by the shareholders, but shall never be less than one.

The names of the	ARTICLE VI. INITIAL DIRECTORS. initial directors of this Corporation and his street address are:	99 SEP	DIVISION
Jack Lupo: Vito J. Lupo:	190 West Glades Road, Suite C, Boca Raton, Fl 33432 190 West Glades Road, Suite C, Boca Raton, Fl 33432 190 West Glades Road, Suite C, Boca Raton, Fl 33432	29 AM11:01	FILED FIARY OF STATE FOF CORPORATIONS
loyd Granet, Esq., 19	000 NW Corporate Blvd. Snite 100 West Building, Boca Raton, FL 33431		ŝ

Lloyd Granet, Esq., 1900 NW Corporate Bivd. Snite 100 West Building, Boca Raton, FL 33431 Ph. 561-999-9300 - Fax 561-999-9400, Florida Bar No. 525431 FAX AUDIT NO. H99000024420 4 LLOYD GRANET

PAGE 04

FAX AUDIT NO. H99000024420 4

Rosann L. Muller:	190 West Glades Road Suite C, Boca Raton, Fl 33432
Linda Lupo	190 West Glades Road, Suite C, Boca Raton, Fl 33432

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until he resigns or his successor is elected or appointed and qualified, whichever occurs first.

ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation is: Lloyd Granet, Esq., 1900 NW Corporate Boulevard, Suite 100, West Building, Boca Raton, FL 33431.

ARTICLE VIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

In witness whereof, the undersigned as Incorporator, has executed these Articles of Incorporation on the date set out below.

STATE OF FLORIDA COUNTY OF PALM BEACH

Before me, a Notary Public, personally appeared Lloyd Granet, Esq., to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the date set out above.

Personally known or _____identified with___

Notary Public State of Florida at Large Commission expiration: (Notary Seal)



Lloyd Granet, Esq., 1900 NW Corporate Blvd. Suite 100 West Building, Boca Raton, FL 33431 Ph. 561-999-9300 - Fax 561-999-9400, Florida Bar No. 525431 FAX AUDIT NO. H99000024420 4

LLOYD GRANET

PAGE 05

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CERTIFICATE OF DESIGNATION 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: Lupo Enterprises Alabama, Inc.

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

Lloyd Granet, Esquire	66	DIVIS
1900 N.W. Corporate Boulevard, Suite 100-West Building	\mathbf{S}	See
Boca Raton, Florida 33431	SEP	22
	29	TAR
SIGNATURE:	AM	ORPO
Lloyd Granet		ST
TITLE: Incorporator	0	TATE

DATE: <u>9/28/99</u>

HAVING BEEN NAMED AS REGISTERED AGENT 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 AGENE.

SIGNATURE:	
LLOYD	GRANET, ESQ.
DATE:	9/20/99

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Lloyd Granet, Esq., 1900 NW Corporate Bivd. Suite 100 West Building, Boca Raton, FL 33431 Ph. 561-999-9300 - Fax 561-999-9400, Florida Bar No. 525431 FAX AUDIT NO. H99000024420 4