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

October 7, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
10-7-99

FILED
99 OCT 11 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Lemoncelli Inc.

Gentlemen:

Enclosed is the original Articles of Incorporation for filing regarding the above-referenced corporation. I have enclosed a check in the amount of \$78.75 for your filing fee and the cost of a certified copy of the filed Articles of Incorporation.

Should you have any questions in this regard, please do not hesitate to contact me.

Cordially yours,

John B. Liebman

JBL:GB
Enclosures

D. BROWN OCT 14 1999

EFFECTIVE DATE
10-7-79

ARTICLES OF INCORPORATION
OF
LEMONCELLI INC.

FILED
99 OCT 11 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name: The name of this corporation is LEMONCELLI INC. The address of the principal office of this corporation shall be 3705 High Pine Drive, Coral Springs, Florida 33065.

ARTICLE II

Duration: This corporation shall have perpetual existence.

ARTICLE III

Purpose: The object and purpose of the corporation and the general nature of the business or businesses to be transacted by it shall be as follows:

1. To engage in any and all lawful business activity permitted under the laws of the United States and of the State of Florida, including, but not by way of limitation, the lending and borrowing of money, with or without security therefor.

2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.

3. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, whether in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing, or things, incidental or pertinent to, or connected with the businesses herein before described, or any part or parts

thereof if not inconsistent with Laws of the State of Florida.

4. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE IV

Capital Stock: This corporation is authorized to issue sixty (60) shares of common stock with par no value.

ARTICLE V

Initial registered office and agent: The street address of the initial registered office of this corporation is:

200 East Robinson Street, Suite 865, Orlando, FL 32801 and the name of the initial registered agent of this corporation at that address is: John B. Liebman

ARTICLE VI

Initial Board of Directors: The Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as set forth by the By Laws but in any event, shall not be less than one. The name and address of the initial director is:

Margaret Sue Lemoncelli
3705 High Pine Drive
Coral Springs, FL 33065

ARTICLE VII

Incorporator: The name and address of the person signing these Articles is John B. Liebman.

ARTICLE VIII

Pre-emptive Rights: Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

By Laws: The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

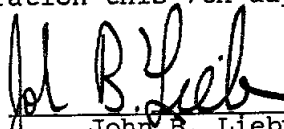
Officers: The officers of the corporation shall be a President and Secretary. Until the first meeting of the Board of Directors or until its successors are elected and have qualified, the following shall be the officers of the corporation:

President - Margaret Sue Lemoncelli

ARTICLE XI

Commencement of Existence: This corporation shall have perpetual existence which shall begin on the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 7th day of October, 1999.



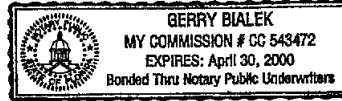
John B. Liebman

STATE OF FLORIDA:
COUNTY OF ORANGE:

I HEREBY CERTIFY that before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared John B. Liebman, who is personally known to me and known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 7th day of October, 1999.

Gerry Bialek



DESIGNATION OF AGENT AND PLACE FOR SERVICE OF PROCESS

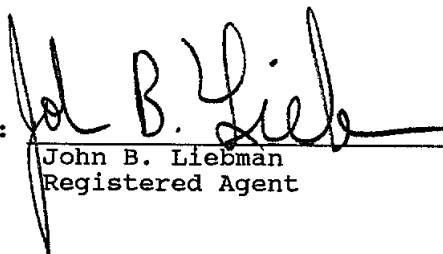
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That Lemoncelli Inc., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 3705 High Pine Drive, Coral Springs, Florida, has named John B. Liebman, located at 200 East Robinson Street, Suite 865, Orlando, Florida 32801, County of Orange, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act, relative to keeping open said office.

By:


John B. Liebman
Registered Agent

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99 OCT 11 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA