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ORLANDO, FLORIDA 32801

JAMES E. TAYLOR
ATTORNEY AT LAW

AREA CODE (407)
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P99100092870

October 15, 1999

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

600003016836--7
-10/18/99-01082-001
*****70.00 *****70.00

RE: Filing of Incorporation
Li'l Bill, Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation for the
above-referenced company, and my check in the amount of
\$70.00 for filing of same.

Please return copy of filed document to the undersigned
in the enclosed self-addressed, stamped envelope.

I thank you for your attention in this regard.

Very truly yours,

James E. Taylor
JAMES E. TAYLOR, JR.

/dw
enclosures

FILED
99 OCT 18 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch OCT 21 1999

ARTICLES OF INCORPORATION
OF
L'L BILL, INC.

FILED
99 OCT 18 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

L'L BILL, INC.

The principal place of business of this corporation shall be 714 Scallop Drive, Port Canaveral, Florida 32920, and the mailing address of the corporation shall be the same. .

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

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

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 714 Scallop Drive, Port Canaveral, Florida 32920, and the name of the initial registered agent of the corporation at that address is DWIGHT DAVID BATES.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no Directors initially. The affairs of the Corporation will be managed by the shareholders until such time as Directors are designated as provided by the By-Laws.

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

Dwight David Bates
President

714 Scallop Drive
Port Canaveral, FL 32920

List Ann Bates
Vice President


714 Scallop Drive
Port Canaveral, FL 32920

ARTICLE VIII. INCORPORATION

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

JAMES E. TAYLOR, JR., ESQUIRE
126 East Jefferson Street
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned authorized agent has hereunto set his hand and seal this 15th day of October, 1999.

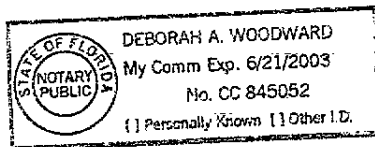

JAMES E. TAYLOR, JR.
ATTORNEY AT LAW
126 East Jefferson Street
Orlando, Florida 32801
(407) 843-4310

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of
October, 1999, by JAMES E. TAYLOR, JR., who is personally known to me.

Deborah A. Woodward
NOTARY PUBLIC

My Commission Expires:



FILED

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

99 OCT 18 PM 2:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That LI'L BILL, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 714 Scallop Drive, Port Canaveral, Florida 32920, County of Brevard, State of Florida, has named DWIGHT DAVID BATES, City of Port Canaveral, County of Brevard, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

REGISTERED AGENT:


DWIGHT DAVID BATES