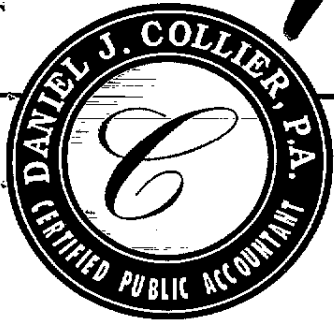


P00000002078



DANIEL J. COLLIER, P.A. Certified Public Accountant

1007 South East Fort King Street • Ocala, FL 34471 • (352) 732-5611

November 18, 1999

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

600003052896--F
-11/23/99-01041-008
*****78.75 *****78.75

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Incorporation of Koala Tee's of Florida, Inc., and also the Certificate of Appointment of Statutory Agent for filing purposes. Please make the effective date of the corporation November 18, 1999.

I have enclosed a check in the amount of \$78.75 to cover the costs as follows:

Filing fees	\$35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	<u>\$78.75</u>

FILED
99 NOV 23 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please forward a certified copy of the Articles of Incorporation to the below address:

Daniel J. Collier, P.A.
1007 S.E. Fort King Street
Ocala, Florida 34471

Thank you in advance for your kind and prompt attention to this matter, and should you have questions or need of further information please feel free to contact me at the telephone number shown above in the letterhead.

Sincerely yours,

Daniel J. Collier

W99-27255

Daniel J. Collier C.P.A.

encl.
cc/Kenneth Francis

Member of:
American Institute of C.P.A.
Florida Institute of C.P.A.

T. Burch JAN 7 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 30, 1999

DANIEL J. COLLIER, P.A.
1007 S.E. FORT KING STREET
OCALA, FL 34471

SUBJECT: KOALA TEE'S OF FLORIDA, INC.
Ref. Number: W99000027255

We have received your document for KOALA TEE'S OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 499A00056581

ARTICLES OF INCORPORATION
OF
Quwala of Florida, Inc.

ARTICLE I

Name

The name of this corporation shall be:

Quwala of Florida, Inc.

ARTICLE II

Duration

This corporation is to exist perpetually. EFFECTIVE DATE OF THE COPORATION SHALL BEE NOVEMBER 18, 1999

ARTICLE III

The general nature of the business to be transacted by this corporation is to manufacture, purchase or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety or fraternal benefit society, association or company, or any state fair or exposition.

In addition to the above the corporation shall have power:

- (1) to conduct business in , have one or more offices in, and buy;
- (2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporation corporate property or other instruments to secure the payment of corporate indebtedness: as required;
- (3) to purchase the assets of any other corporation or business entity and engage in the same or other character of business;
- (4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of State of Florida or any other state or government, and while owner of such stock to exercise any and all of the rights, powers and privileges of ownership to include but not limited to the rights, powers and privileges of ownership to include but not limited to the right to vote such stock;
- (5) to engage in any and all other activity and/or business whatever permitted under the laws of the United States and of the State of Florida.

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TAMPA FLORIDA

ARTICLE IV

Capital Stock

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is seven-thousand five-hundred (7,500) shares of common stock with an initial par value of one (\$1.00) dollars per share. The par value of such stock may be adjusted from time to time by corporate resolution and dividends may be declared and distributed by the corporation to the respective Shareholders of record at the total corporation to the respective Shareholders of record at the total discretion of the Board of Directors of the corporation.

ARTICLE V

Preemptive Rights

Each and every Shareholder, upon the sale for cash and/or other consideration of any new stock of this corporation of the same class and/or series as that which is already issued shall have the right to purchase a pro-rata share thereof at the price at which it is offered to others.

ARTICLE VI

Principal Office and Registered Agent OFFICE

The street address of the initial Principal office of this corporation is:

321 Saint Andrews Drive
Niceville, Florida 32578

The corporation has designated as its Registered Agent to accept service of process:

Kenneth E. Francis

Incorporator

The name and address of the Incorporator of this corporation is:

Kenneth E. Francis
321 Saint Andrews Drive
Niceville, Florida 32578

ARTICLE VIII

Director

This corporation shall have ONE (1) Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws and/or corporate resolution adopted and executed by the Shareholders, but shall never be less than ONE (1). The name and address of the initial Director of this corporation is:

Kenneth E. Francis
321 Saint Andrews Drive
Niceville, Florida 32578

ARTICLE IX

By-Laws

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

ARTICLE X

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.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, this 18th of November, 1999


Kenneth E. Francis

ACKNOWLEDGMENT

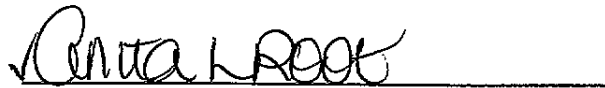
State of Florida
County of ~~Marion~~ OKALOOSA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared

Kenneth E. Francis

known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixes my official seal in the state and county aforesaid, this 18th of November, 1999.



Notary Public
State of Florida at Large
My commission expires: Oct 20, 2000

ANITA L. ROOT
"Notary Public-State of FL"
Comm. Exp. Oct. 20, 2000
Comm. No. CC 594387.

CERTIFICATE OF APPOINTMENT OF STATUTORY AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted compliance with said Act:

Quwala of Florida, Inc.

First -- That ~~Koala~~ ~~Quwala~~ ~~of Florida, Inc.~~ desiring to organize under the laws of the State of Florida with its Registered Office as indicated in the Articles of Incorporation at the City of Niceville, County of Okaloosa and state of Florida as its Registered Agent to accept service of process within the state.

Acknowledgment

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


Kenneth E. Francis

FILED
99 NOV 23 AM 10:52
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA