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January 14, 2000

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

FILED
2000 JAN 19 AM 8 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: The Pad Place, Inc.

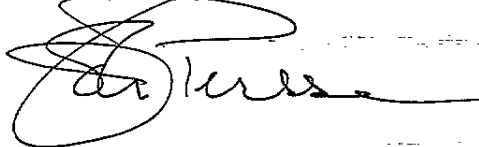
600003102656-4
-01/19/00-01057-007
*****70.00 *****70.00

Dear Sirs/Madams:

Enclosed is the signed original of the Articles of Incorporation of the above corporation. I have also enclosed a check in the amount of \$70.00 for the filing fee.

Please process this at your earliest opportunity.

Very truly yours,



John W. Persse

JWP/jvp
Enclosures

A. Howell JAN 26 2000

FILED

2000 JAN 19 AM 8 54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
THE PAD PLACE, INC.

Article I - Name

The name of the Corporation is: THE PAD PLACE, INC.

Article II - Address

The address of the principal of the corporation and its mailing address is: 4646 Ashton Road, Sarasota, Florida 34233.

Article III - Authorized Shares

The Corporation is authorized to issue 100,000 shares. Par Value is one cent (\$0.01).

Article IV - Registered Office/Agent

The name of the Corporation's initial Registered Agent is: Pamela Kundert. The street address of the Corporation's initial Registered Office is: 4646 Ashton Road, Sarasota, Florida 34233.

Article V - Incorporator

The name and address of the incorporator is: Mike Kundert, 4646 Ashton Road, Sarasota, Florida 34233.

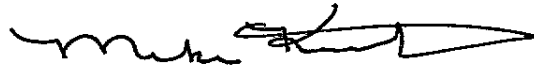
Article VI - Director

The name and address of the initial director of the corporation is: Mike Kundert, 4646 Ashton Road, Sarasota, Florida 34233.

Article VII - Purpose

The corporation may engage in any business permitted under the laws of the United States and of the State of Florida.

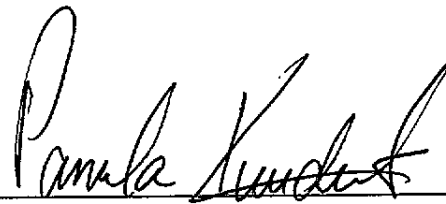
IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation.



Mike Kundert

Acceptance of Registered Agent

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated the Registered Agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Pamela Kundert

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