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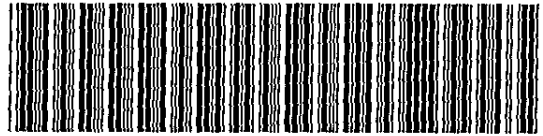
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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P. Allen Schofield
Mary Anne Spencer
† Laura Jean Guy
Kathleen Constantine
† Also Admitted in the State of
North Carolina

June 22, 2003

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
TALLAHASSEE, FLORIDA 32314

RE: **SANE WORKS, INC.**

Dear Sir:

Enclosed herewith please find the original and one copy of Articles of Incorporation regarding the above named new corporation **SANE WORKS, INC.** for profit.

Also enclosed is our check in the amount of \$122.50 to cover Filing Fee, Registered Agent's Fee, Corporate Tax and Certified Copy of Articles of Incorporation.

Please return certified copy of Articles to this office at your earliest convenience.

Sincerely,



P. Allen Schofield

PAS/kc

enclosures as stated

SCHOFIELD & SPENCER, P.A., ATTORNEYS AT LAW, 1429 60TH AVE. WEST, SUITE 300, BRADENTON, FL 34207, 941/755-2674, FAX 941/756-0981

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

SANE WORKS, INC.

We, the undersigned, each a natural person competent to contract, do hereby associate ourselves together for the purpose of forming a corporation for profit under the laws of the State of Florida, in accordance with the following Certificate of Incorporation.

ARTICLE I

The name of this corporation shall be SANE WORKS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is **owning and operating a cellular phone and accessories business**. To engage in any activities or business permitted under the laws of the United States and of this State, except that it shall not engage in the railroad, canal, telephone, or telegraph business.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at one time shall be **1000** shares of common stock having a nominal or par value of **\$1.00** per share. The consideration to be paid for each such share shall be money, property, or service of value at least equivalent to the stock issued as fixed and determined from time to time, by the Board of Directors. Any and all shares without par value so issued, the full consideration for which as fixed has been paid or delivered, shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon. The holders of such shares shall not be liable for any further payments in respect to such shares.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The duration of the corporation shall be perpetual.

ARTICLE VI

The initial post office address of the principal office of the corporation in the State of Florida shall be **604 37th St. W., Bradenton, FL 34207**, but this corporation shall have the power of transacting business at such other place or places as the Board of Directors may designate, and it may establish branch offices or places of business in such places within or without the State of Florida as the Board of Directors from time to time may direct.

ARTICLE VII

The corporation shall have a board of directors of **two** persons initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders of the corporation, but shall never be less than 1.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, all of whom shall hold office for a period of one (1) year, or until their successors are duly elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Peter M. Constantine	604 37th St. W., Bradenton, FL 34205
Shawn Knight	604 37th St. W., Bradenton, FL 34205

ARTICLE IX

The subscriber(s) of this Certificate of Incorporation, together with his respective address is :

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
P. Allen Schofield	1429 60th Ave. West, Ste 300, Bradenton, FL 34207	1000

The registered office of this corporation shall be located at 1429 60th Ave. West, Ste 300, Bradenton, FL 34207 and the registered agent shall be P. Allen Schofield .

SCHOFIELD & SPENCER, P.A., ATTORNEYS AT LAW, 1429 60TH AVE. WEST, SUITE 300, BRADENTON, FL 34207. 941/755-2674, FAX 941/756-0981

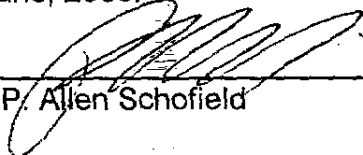
ARTICLE X

The director(s) and stockholder(s) shall have the power to hold their meetings and to have one or more offices and to keep the books of the corporation (except the original or duplicate stock ledger) outside of the State of Florida, at such place or places as from time to time may be designated by the By-Laws or by resolution of the Board.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the stockholders herein are granted subject to these reservations. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of this Certificate of Incorporation be made.

IN WITNESS WHEREOF, the incorporator(s) above named have hereunto set his hand and seal this 23rd day of June, 2003.




P. Allen Schofield

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this 23rd day of June, 2003, before me, a Notary public duly authorized in the State and county above named to take acknowledgments, personally appeared P. Allen Schofield to me known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Manatee County, Florida, the day and month and year first above written.



Notary Public

My Commission Expires:

KATHLEEN CONSTANTINE
Notary Public, State of Florida 3
My comm. exp. Dec. 2, 2006
Comm. No. DD 168924

SCHOFIELD & SPENCER, P.A., ATTORNEYS AT LAW, 1429 60TH AVE. WEST, SUITE 300, BRADENTON, FL 34207, 941/755-2674, FAX 941/756-0981

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SECRETARY OF STATE
TALLAHASSEE FLORIDA


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapters 607 and 608, Florida Statutes,

the following is submitted in compliance with the said Act: FIRST. . . That **SANE WORKS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Bradenton, County of Manatee, State of Florida, has named P. Allen Schofield, located at 1429 60th Ave. West, Suite 300, Bradenton, 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 provision of said Act relative to keeping open said office.

BY: 
P. Allen Schofield