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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFFIT CORPORATION OR P.A.

CHIP'S CHIPS, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
CHIP'S CHIPS, INC.

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

ARTICLE I - NAME

The name of this corporation is **CHIP'S CHIPS, INC.**

ARTICLE II - NATURE OF BUSINESS

The nature of the business and the objects and purposes to be transacted and carried on are to engage in any and every activity or business as lawfully permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having no par value.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is five hundred (\$500.00) dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually.

This Document Prepared By:

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Attorney at Law
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Miami, FL 33155
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(305) 226-2276

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ARTICLE VI - INITIAL ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 343 MENORES AVENUE, CORAL GABLES, FL 33134.

ARTICLE VII - OFFICERS AND DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial Director and Officer of this corporation is:

CHIP CURCIO, 343 Menores Avenue, Coral Gables, FL 33134
President and Director

ARTICLE VIII - SUBSCRIBER

The subscriber to these Articles of Incorporation is CHIP CURCIO, 343 Menores Avenue, Coral Gables, FL 33134

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 - AMENDMENTS

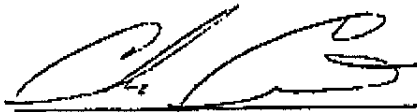
Except as otherwise provided hereinabove, these Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE XI - REGISTERED OFFICE AND AGENT

CHIP CURCIO is hereby designated as Registered Agent for this corporation in the State of Florida for service of process, and 343 Menores Avenue, Coral Gables, FL 33134, as the Registered Office.

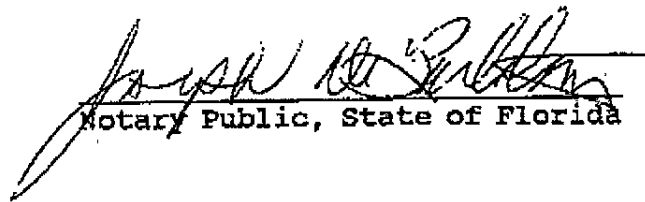


CHIP CURCIO, as Subscriber and
and as Registered Agent

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared CHIP CURCIO, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Subscriber and as Registered Agent thereof, and acknowledged before me that he executed the same in said capacities and for the purpose intended, and who did take an oath.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 14th day of April, 1999.


Notary Public, State of Florida

My Commission Expires:

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TALLAHASSEE, FLORIDA

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