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KUENZEL & LUTES, P.A.

ATTORNEYS AT LAW

• Diane V. Kuenzel, Esquire

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(813) 996-7710

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February 22, 2000

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*****78.75 *****78.75

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

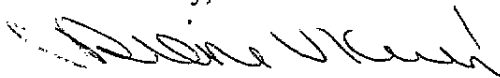
SUBJECT: TIMELESS CLASSICS DISTRIBUTORS, INC.

Dear Sir or Madam:

Enclosed, please find an original and one (1) copy of the Articles of Incorporation and the Original Acceptance of Registered Agent for the above referenced corporation. I also enclose a check in the amount of \$78.75 to cover the cost of incorporation. We do not require certified copies.

Thank you for your cooperation, should you have any questions, please do not hesitate to contact me.

Sincerely,



Diane V. Kuenzel, Esquire

DVK/smt

Enclosures

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2000 FEB 24 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR

TIMELESS CLASSICS DISTRIBUTORS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be TIMELESS CLASSICS DISTRIBUTORS, INC.

ARTICLE II.

The street address of the principal office of the Corporation is 18716 Walker Road, Lutz, Florida 33549.

ARTICLE III.

This corporation shall be authorized to issue 5000 shares, all of which shall be common shares.

ARTICLE IV.

The initial street address of the Corporation's registered office is 18716 Walker Road, Lutz, Florida 33549. The initial registered agent for the Corporation at that address is MARVIN O. JACKSON.

ARTICLE V.

The names and addresses of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

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PRESIDENT: MARVIN O. JACKSON
18716 Walker Road
Lutz, Florida, 33549

VICE PRESIDENT: MARVIN O. JACKSON
18716 Walker Road
Lutz, Florida, 33549

SECRETARY/
TREASURER: MARVIN O. JACKSON
18716 Walker Road
Lutz, Florida, 33549

ARTICLE V. INCORPORATORS

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

MARVIN O. JACKSON
18716 Walker Road
Lutz, Florida, 33549

IN WITNESS WHEREOF, I, the undersigned organizer and incorporator, have hereunto set my hand and seal this 19th day of February, 2000, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of Florida, this Certificate of Incorporation, and certify that the facts therein stated are true.

WITNESSES AS TO INCORPORATOR: _____

Kathryn L. Briggs
WITNESS

Print: SH KATHRYN L. BRIGGS

MARVIN O. JACKSON
President

Shawn L. Allman
WITNESS

Print: SHAWN L. ALLMAN

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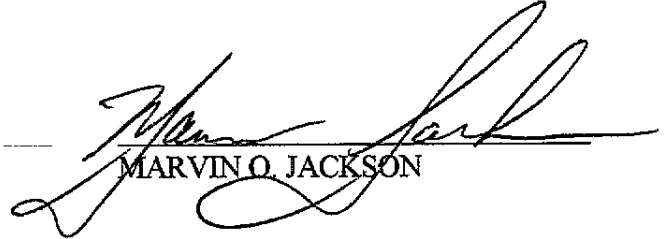
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TIMELESS CLASSICS DISTRIBUTORS, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

2/19/00

Date


MARVIN O. JACKSON

Prepared by:

Pamela D. Lutes, Esquire
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