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February 12, 2000

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-03/09/00--01060--001
*****70.00 *****70.00


Re: ERLEE TREASURES, INC

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Erlee Treasures, Inc. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee, and a separate check in the amount of \$52.50 for 1 certified copies.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,


Earl L. Merkes
763 Quail Hollow Dr., Orlando, FL 32825

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ERLEE TREASURES, INC

ARTICLE I

The name of the Corporation is Erlee Treasures, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 763 Quail Hollow Dr., Orlando, FL 32825.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.


ARTICLE IV

The address of the initial registered office of the Corporation is 763 Quail Hollow Dr., Orlando, Florida 32825, and the name of the Corporation's initial registered agent for service of process at such address is Earl L. Merkes.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Earl L. Merkes, 763 Quail Hollow Dr., Orlando, FL 32825.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____



Earl L. Merkes
763 Quail Hollow Dr., Orlando, FL 32825

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

00 MAR -9 PM 1:14

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Erlee Treasures, Inc.
2. The name of the registered agent and office is:

Earl L. Merkes
763 Quail Hollow Dr., Orlando, Florida 32825

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Earl L. Merkes

DATE

March 6, 2000