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TRANSMITTAL LETTER

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

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-04/07/00--01018--006
*****78.75 *****78.75

SUBJECT: YOUR CIRCLES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: JAMES E. GARGANO
Name (Printed or typed)

660 W. FAIRBANKS AVE
Address

WINTER PARK, FL 32789
City, State & Zip

407-629-2129
Daytime Telephone number

FILED
00 APR -7 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

4-12
WC

ARTICLES OF INCORPORATION

OF

YOUR CIRCLES, INC

FILED
00 APR -7 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

1.1 The name of the Corporation is YOUR CIRCLES, INC.

ARTICLE TWO

DURATION

2.1 The term of existence of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

3.1 The purpose for which the Corporation is organized is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

4.1 The aggregate number of shares which the corporation has authority to issue is Ten Million One Hundred Thousand (10,100,000) shares, of which Ten Million (10,000,000) shall be common shares with a par value of One Cent (\$0.01) per share and One Hundred Thousand (100,000) shall be preferred shares with a par value of One Cent (\$0.01) per share.

ARTICLE FIVE

INITIAL REGISTERED AGENT AND ADDRESS

5.1 The name of the initial registered agent of the Corporation is JAMES E. GARGANO. The street address of the initial registered office of the Corporation is 660 West Fairbanks Avenue, Winter Park, Florida 32789.

ARTICLE SIX

PRINCIPAL OFFICE

6.1 The street address of the principal office of the corporation is 660 West Fairbanks Avenue, Winter Park, Florida 32789.

6.2 The mailing address of the Corporation is 660 West Fairbanks Avenue, Winter Park, Florida 32789

ARTICLE SEVEN

INCORPORATOR

7.1 The name and address of the Incorporator is: JAMES E. GARGANO, 660 West Fairbanks Avenue, Winter Park, Florida 32789.


ARTICLE EIGHT
INDEMNIFICATION

8.1 The Corporation shall have the power to indemnify, to the fullest extent permitted by law, its directors, officers, employees and agents.

ARTICLE NINE
AMENDMENT OF ARTICLES

9.1 The Corporation reserves the right to amend or repeal provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

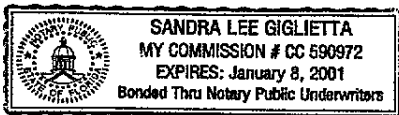
IN WITNESS WHEREOF, I have subscribed my name on
April 3, 2000.

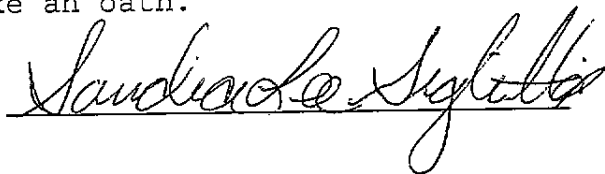

JAMES E. GARGANO
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE


The foregoing instrument was acknowledged before me this 3 day of April, 2000, by JAMES E. GARGANO, who is personally known to me, or who produced a valid Florida Driver's License as identification, and who did not take an oath.





Having been named Registered Agent for YOUR CIRCLES, INC., I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes (1995).

April 3, 2000
Date


JAMES E. GARGANO
Registered Agent