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PETE KRATZENBERG
CPA

P.O. BOX 1061
PALM HARBOR, FL 34682
727-786-4487

March 17, 2000

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

Division of Corporations:

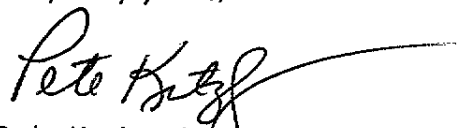
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*****78.75 *****78.75

Enclosed please find two (2) sets of Articles of Incorporation for
JOOLCZ, Inc.

A check in the amount of \$ 78.75. to cover the appropriate filing fee is
also enclosed.

Thank you for your assistance.

Very truly yours,


Pete Kratzberg, C.P.A.

FILED
00 APR 10 AM 10:54
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

JOOLCZ, Inc.

ARTICLE I

The name of the corporation shall be JOOLCZ, Inc.

ARTICLE II

The address of the principal office is ⁶⁵⁰~~600~~ Island Way, #506, Clearwater, FL 33767.

ARTICLE III

The corporation shall be authorized to issue 1,000 shares of common stock with par value of \$1 per share.

ARTICLE IV

The original registered agent of the corporation shall be Julie C. Cloyed. The address of the initial registered agent shall be ⁶⁵⁰~~600~~ Island Way, #506, Clearwater, FL 33767.

ARTICLE V

The name of the incorporator of this corporation is Julie C. Cloyed, ⁶⁵⁰~~600~~ Island Way #506, Clearwater, FL 33767.

ARTICLE VI

The purpose of this business is to conduct any legal operation permitted by the Florida Corporation Act.

Signed this 17th day of March, 2000, in Pinellas County, FL, by

✓ Julie C. Cloyed

Julie C. Cloyed, Incorporator

FILED
00 APR 10 AM 10:54
CLERK OF DISTRICT COURT
PINELLAS COUNTY, FLORIDA

RECEIVED
00 APR 10 AM 10:54
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

✓ Julie C. Cloyed
Julie C. Cloyed, Registered Agent

March 17, 2000