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(SAMPLE LETTER OF TRANSMITTAL)

DATE

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

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-04/28/00--01046--028
*****78.75 *****78.75

Re: OFF THE CHAIN, Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$78.75

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Lee B. Zalta
(Individual's Name)

OFF THE CHAIN, INC.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
714 ST. JOHNS AVE.		
PALATKA, FLORIDA 32177		
PHONE		
()		
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

OFF THE CHAIN INCORPORATED
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

OFF THE CHAIN INCORPORATED

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$ 5.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
<u>714 ST. JOHNS AVE.</u>		
CITY <u>PALATKA</u>	FLORIDA	ZIP <u>32177</u>
Mailing address, if different		
STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME <u>LEE B. ZOWA</u>		
ADDRESS <u>714 ST. JOHNS AVE.</u>		
CITY <u>PALATKA</u>	FLORIDA	ZIP <u>32177</u>

FILED
00 APR 28 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	LEE B. ZOLLA		
ADDRESS	714 ST. JOHNS AVE.		
CITY	PALATKA	STATE	FLORIDA ZIP 32177
NAME	ROBERT P. STEVENS		
ADDRESS	RT. 3 BOX 1056		
CITY	PALATKA	STATE	FLORIDA ZIP 32177
NAME	RICARDO RIVERA		
ADDRESS	P.O. BOX 526		
CITY	LAKE COMO	STATE	FLORIDA ZIP 32157

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	LEE B. ZOLLA		
ADDRESS	714 ST. JOHNS AVE.		
CITY	PALATKA	STATE	FLORIDA ZIP 32177
NAME	ROBERT P. STEVENS		
ADDRESS	RT. 3 BOX 1056		
CITY	PALATKA	STATE	FLORIDA ZIP 32177
NAME	RICARDO RIVERA		
ADDRESS	P.O. BOX 526		
CITY	LAKE COMO	STATE	FLORIDA ZIP 32157

The undersigned incorporator(s) have executed these Articles of Incorporation this 17th day of APRIL, 19-2000.

Lee B. Zolla (Signature)
Robert P. Stevens (Signature)
Ricardo Rivera (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FILED
00 APR 28 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFF THE CHAIN INCORPORATED
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 714 ST. JOHNS AVE.

DALATKA, FLORIDA 32177

has named LEE B. ZOLLA

located at the aforesaid address, as its registered agent to accept service of process within this state.

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.

Lee B. Zolla
(Signature)

APRIL 17, 2000
(Date)