

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8878 • 1-800-342-8062 • Fax (850) 222-1222

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Heads + Tails, Enc

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

Art of Inc. File Cert

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED

RECEIVED

00 MAY -5 PM 2:10

00 MAY -5 PM 1:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

LM 5/5 12:37

Name

Date

Time

Walk-In

Will Pick Up

T SMITH MAY 05 2000

ARTICLES OF INCORPORATION

of

Heads & Tails, Inc.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: Heads & Tails, Inc.

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 businesses permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1,000) of one Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: Heads & Tails, Inc.		
ADDRESS: 13618 Britton Drive		
CITY: Hudson,	FLORIDA	ZIP: 34667
The name and street address of the Initial Registered Agent of this Corporation is:		
NAME: John J. Franklin, Jr.		
ADDRESS: 13618 Britton Drive		
CITY: Hudson,	FLORIDA	ZIP: 34667

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) 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: James Hammond		
ADDRESS: 13618 Britton Drive		
CITY: Hudson,	FLORIDA	ZIP: 34667
NAME: Heather Hammond		
ADDRESS: 13618 Britton Drive		
CITY: Hudson,	FLORIDA	ZIP: 34667

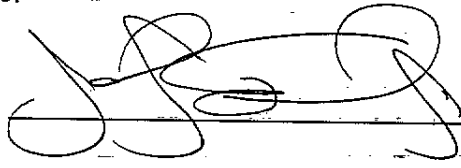
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

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

NAME: John J. Franklin, Jr.		
ADDRESS: 5329 Moongate Rd.		
CITY: Spring Hill,	Florida	ZIP: 34606
NAME: _____		
ADDRESS: _____		
CITY: _____	FLORIDA	ZIP: _____

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 4th day of May, 2000.

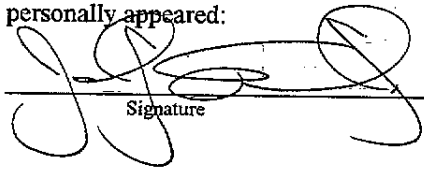
 (Seal)

(Seal)

(Seal)

State of Florida)
County of HERNANDO) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared:



Signature

FL Dr. Lic. F652-470-54-450-0.
JOHN J. Franklin, Jr.

Form of Identification

Signature

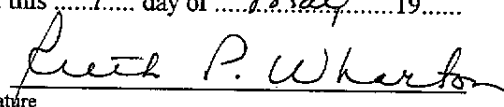
Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that HE executed these Articles of Incorporation, that I relied upon the form - of identification of the above named person - as indicated opposite each name, and that an oath (was) (was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 4th day of May, 192000



Ruth P. Wharton
Commission # CG 882198
Expires Nov. 28, 2003
Bonded Thru
Atlantic Bonding Co., Inc.



Printed Notary Signature

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT OF

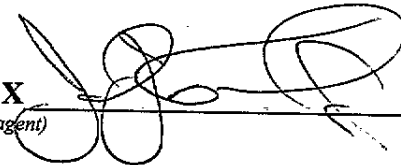
Heads & Tails, Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation at **13618 Britton Drive,
Hudson, Florida 34667** has named **John J. Franklin, Jr.**, located at the aforesaid
address, its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

X
(registered agent)



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00 MAY -5 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA