

Deborah A. LeFever

1189 Phyllis Avenue

Largo, Florida 33771

Telephone: (727) 532-9320

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September 1, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Filing for Corporation; ARC'S & SPARKS, INC.

Dear Division of Corporations,

Enclosed please find two (2) executed and notarized originals of the Articles of Incorporation for the above mentioned corporation, and my check in the amount of \$70.00 (seventy dollars).

It is my understanding that by sending you two (2) originals, I will receive one executed copy back.

Thanking you in advance for your cooperation in this matter.

Sincerely,

Deborah A. LeFever

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ARTICLES OF INCORPORATION
OF
ARC'S & SPARKS, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

ARC'S & SPARKS, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States of this State.

FOURTH: Authorized Shares:

Number. The aggregate number of shares that the corporation shall have the authority to issue is 500 shares of Capital Stock, with a par value of \$1.00 per share.

Initial Issue. 100 shares of the Capital Stock of the Corporation shall be issued for cash at a value of \$1.00 per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued, shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is:

1189 Phyllis Avenue, Largo, Florida 33771, and the name of the initial registered agent at such address is, Deborah A. LeFever.

SIXTH: The initial Board of Directors shall consist of one member, who need not be a resident of the State of Florida, or a shareholder of the corporation.

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SEVENTH: The name and address of the person who shall serve as director until the first annual meeting of the shareholders, or until her successors shall have been elected and qualified, is as follows:

NAME

ADDRESS

Deborah A. LeFever 1189 Phyllis Avenue, Largo, Florida 33771

EIGHTH: The name and address of the initial incorporator is as follows:

Deborah A. LeFever, 1189 Phyllis Avenue, Largo, Florida 33771.

NINTH: The share holders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a two-thirds vote of the common stock.

TENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property, or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder, and all shares of common stock currently authorized and issued.

ELEVENTH: The shareholders of this corporation shall be allowed to vote their share cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his/her shares, to distribute them among as many candidates as he/she may wish. Notice must be given by a shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his/her vote at said election.

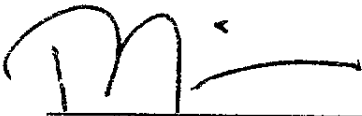
IN WITNESS WHEREOF, THE UNDERSIGNED, has made and subscribed, of these Articles of Incorporation at Largo, Florida, on the 1st day of September, 2000.

By: Deborah A. LeFever
Deborah A. LeFever

STATE OF FLORIDA
COUNTY OF PINELLAS

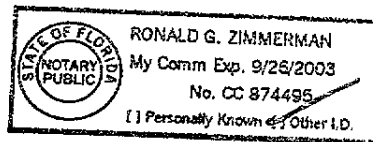
BEFORE ME, the undersigned authority, personally appeared Deborah A. LeFever, who is to me well known to be the person described in, and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to the law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Largo, in said County and State, this 1 day of September, 2000.



NOTARY PUBLIC

(S E A L)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida "Statutes", the following
is submitted in compliance with said Act:

FIRST: ARC'S & SPARKS, INC., desiring to organize under the
laws of the State of Florida with its; principal office as
indicated in the Articles of Incorporation at:

1189 Phyllis Avenue, Largo, Florida 33771, has named:

Deborah A. LeFever, as its' Agent to accept service of process
with this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act, relative to keeping open said office.


Deborah A. LeFever

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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