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Joseph C. Perzan, Esquire
1009 East Highway 436
Altamonte Springs, FL 32701
(407)339-5554

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

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*****78.25 *****78.25

Re: CLEVER COVERS, INC.

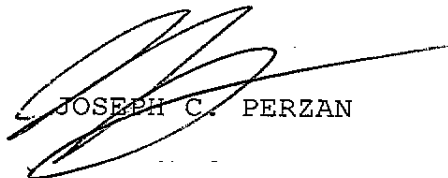
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the newly formed FOR PROFIT Corporation designated above.

Also enclosed, please find the filing fee of \$78.25. We would appreciate your processing these Articles of Incorporation at your earliest opportunity.

Thank you for your assistance in this matter.

Sincerely,


JOSEPH C. PERZAN

Enclosures

FILED
00 OCT -9 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch OCT 10 2000

ARTICLES OF INCORPORATION

OF

CLEVER COVERS, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is:

CLEVER COVERS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE IV. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is

524 W. WINTER PARK ST.
ORLANDO, FL 32804

ARTICLE V. BOARD OF DIRECTORS.

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VI. INITIAL DIRECTOR AND OFFICERS

The name of the initial officers and directors of this Corporation and their street address are:

John Smith, 524 W. Winter Park St., Orlando, FL 32804
President/Secretary/Director

Ernest M. Kelly III. 711 Sweetbriar, Orlando, FL 32806
Vice President of Marketing/Director

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ARTICLE VII. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VIII. INITIAL REGISTERED AGENT AND OFFICE.

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


JOHN D. SMITH
524 W. WINTER PARK ST.
ORLANDO, FL 32804

ARTICLE IX. INCORPORATORS.

The name and street address of the initial incorporator, to these articles of incorporation is:

JOHN D. SMITH
524 W. WINTER PARK ST.
ORLANDO, FL 32804

The undersigned John D. Smith, has executed these Articles of Incorporation on this 4 day of October, 2000.


JOHN D. SMITH
Initial Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

CLEVER COVERS, INC.

2. The name of the registered agent is:

JOHN D. SMITH

3. The address of the registered agent/registered office is

524 W. WINTER PARK ST., ORLANDO, FL 32804

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Dated: 10/4/00



JOHN D. SMITH

00 OCT -9 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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