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LAW OFFICES
MICHAEL KAHN, P.A.
482 NORTH HARBOR CITY BLVD.
MELBOURNE, FLORIDA 32935

MICHAEL KAHN

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January 11, 2001

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

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-01/17/01--01059--002
*****70.00 *****70.00

Re: The 50° Company, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced entity along with a check for seventy (\$70.00), the fee for filing of said document.

Please file the Articles of Incorporation with the Secretary of State on the date of delivery or as soon thereafter as possible and return confirmation documentation via facsimile transmission and U.S. Mail at your earliest opportunity. I have enclosed a self stamped, addressed envelope for your convenience.

If you need further information, please do not hesitate to contact me.

Very truly yours,

Michael Kahn

Michael Kahn

/hh
cc: Client
enclosures: as stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB 1-19

ARTICLES OF INCORPORATION
OF
THE 50 DEGREE COMPANY, INC.

I, **THE UNDERSIGNED**, do hereby execute these Articles of Incorporation for the purposes of forming and becoming a corporation for profit under the Florida General Corporation Act, and do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is **THE 50 DEGREE COMPANY, INC.**

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes (1989).

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of one dollar (\$1.00) per share. These shall be designed "Common

have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of at least three (3) member.

The names and addresses of the first Board of Directors are:

Kathryn Doherty
160 River Oaks Road
Melbourne, Beach FL 32951

Tony Peterson
1167 Sanddune Lane, #206
Melbourne, FL 32935

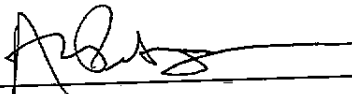
ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 2720 North Harbor City Blvd., Melbourne, Florida 32935 and the name of the initial registered agent of this corporation is Tony Peterson.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator, who is signing these Articles is:
Tony Peterson, 1167 Sanddune Lane, #206, Melbourne, FL 32935.

IN WITNESS WHEREOF, the undersigned incorporator has made, subscribed and acknowledged these Articles of Incorporation on this 10th day of January, 2001.



Tony Peterson

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared, Tony Peterson, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged, before me, that she executed the same and subscribed to the same for the purpose therein expressed.

WITNESS my hand and official seal at Melbourne, Brevard County, Florida, this 10th day of January, 2001.

(Notarial Seal)



Notary Public, State of Florida

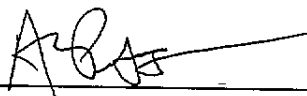


**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

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

THE 50 DEGREE COMPANY, INC. a Florida Corporation qualified to do business
under the laws of this State, with its principal office at 2720 N. Harbor City Blvd.,
Melbourne, FL 32935, has appointed Tony Peterson, as its agent to accept service of
process within the State.

Having been named to accept service of process for the above stated Corporation,
at the place designated in this certificate, I hereby comply with the provisions of said Act
relative to keeping open said office.



Tony Peterson
Registered Agent

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01 JAN 17 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA