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COVER LETTER FOR FILING ARTICLES

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

Expedited: Dept. of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Filing Fee.....\$70

Non-Profit.....\$70

LLC.....\$250

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RE: Stop and Co. Inc,

900003944349--5
-04/02/01--01161--012
*****70.00 *****70.00

Dear Secretary of State:

Enclosed is an original and a copy of the proposed Articles of Incorporation of the above listed corporation(s). Please file the original Articles and fax a copy of the filed articles to (760) 634-5339. You may call me at (888) 267-7872 with any problems or questions.

Please return the copies in the enclosed envelope to:

U.S. CORPORATIONS, INC.
ATTN: KELLY BRUCE
630 Neptune Avenue
Encinitas, CA 92024

Sincerely,

Steven Chase
Incorporator
U.S. Corporations, Inc.

FILED
01 APR -2 PM 1:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch APR 17 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 5, 2001

U.S. CORPORATIONS, INC.
ATTN: KELLY BRUCE
630 NEPTUNE AVE
ENCINITAS, CA 92024

SUBJECT: STOP & CO. INC,
Ref. Number: W01000007745

We have received your document for STOP & CO. INC, and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 501A00020329

*Secretary of State
Corporations Division
State of Florida*

FILED

01 APR -2 PM 1:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

Stop & Co. Inc,

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation pursuant to section 607.0202, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE ONE: The name of the corporation is :

Stop & Co. Inc,

ARTICLE TWO: The address of the corporation's initial registered office in this state is:

5266 Northwest 114th Avenue,
Unit 303,
Miami, FL 33178

The initial agent at such address is Robert McAllister

ARTICLE THREE: The aggregate number of shares of common capital stock which the corporation has authority to issue is 5,000 having no par value.

No preferences, qualifications, limitations, or restrictions in respect to the shares shall be set.

ARTICLE FOUR: The preemptive right of a shareholder to acquire additional shares shall not be limited or denied.

ARTICLE FIVE: The name and Business address and place of residence of the incorporator is as follows:

Steven P. Chase
7536 Forsyth
Suite 178
Clayton, MO 63105

ARTICLE SIX: The number of directors to constitute the board of directors is One (1).

The names and address of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

Robert McAllister
5266 Northwest 114th Avenue,
Unit 303,
Miami, FL 33178

ARTICLE SEVEN: The duration of the corporation is perpetual.

ARTICLE EIGHT: The general purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Florida, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the State of Florida. The specific purpose of this corporation is consulting.

ARTICLE NINE: The address of the business office or headquarters is:

5266 Northwest 114th Avenue,
Unit 303,
Miami, FL 33178

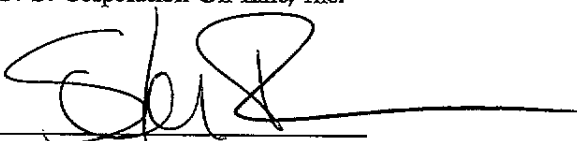
The mailing address is the same as above.

ARTICLE TEN: The corporation will commence business upon the file date assigned by the Secretary of States office.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 3/27/01.

Incorporator: Steven P. Chase
U. S. Corporation On Line, Inc.

Signature:



Steven P. Chase-Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE RESTORED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Stop & Co. Inc,
- 2.. The name and address of the registered agent and office is:

Robert McAllister
5266 Northwest 114th Avenue,
Unit 303,
Miami, FL 33178

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.

X Robert McAllister 3/27/01
Date

DIVISION OF CORPORATIONS, PO BOX 8327, TALLAHASSEE, FL 32314

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SECRETARY OF STATE
TALLAHASSEE FLORIDA