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MICHAEL & MICHAEL ASSOCIATES
669 KINGSLEY AVENUE
ORANGE PARK, FL 32073
(904) 264-8057

FILED
01 MAY 25 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FL 32310

May 23, 2001

Bureau of Corporate Records
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-05/25/01--01030--012
****122.50 *****78.75

Re: Big Fogg Inc.

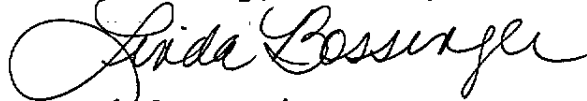
Ladies and Gentlemen:

Enclosed for filing is the duly executed original of the Articles of Incorporation of the above-referenced corporation and a certificate of registered agent, along with a copy of both documents for certification.

Also enclosed is a check in the amount of \$122.50 to cover the following filing fees and the cost of a certified copy.

If you have any questions concerning this proposed incorporation, please contact me.

Sincerely,



Linda Bossinger

Enclosures

(ARTICLES.LTR)

6-4-01
WOC

ARTICLES OF INCORPORATION

OF

BIG FOGG INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

Name. The name of the corporation is Big Fogg Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

Initial Principal Office. The initial principal office of the corporation is 670 Kingsley Avenue, Suite #4, Orange Park, Florida 32073.

ARTICLE III - DURATION

Duration. This corporation shall exist perpetually. Corporation existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV - PURPOSE

Purpose. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 5,000 shares of voting Common Stock having a par value of \$1 per share.

Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Approval of Shareholders Required for Merger. The approval of a majority of the holders of Common Stock of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

Name and Address. The street address of the initial registered office of this corporation is 669 Kingsley Avenue, Orange Park, FL 32073, and the name of the initial registered agent of this corporation at that address is Joan O. Michael. The mailing address is the same as the registered agent and office.

ARTICLE VII - DIRECTORS

Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Initial Directors. The name and street address of the members of the first Board of Directors of the corporation are:

Name	Street Address
Christopher Miehl	1021 E. Balboa Blvd. Balboa, CA 92661
James A. Hampton	14590 Marshview Drive Jacksonville Beach, FL 32250

Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Indemnification. The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII - BYLAWS

Bylaws. The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

Name and Address. The name and street address of the incorporator of this corporation is:

Michael & Michael Associates
669 Kingsley Avenue
Orange Park, FL 32073

ARTICLE X - AMENDMENT

Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 23rd day of May, 2001.


Michael & Michael Associates
by: Linda Bossinger

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

In compliance with Florida Statutes 48.091 and 607.0501, the following is submitted:

Big Fogg Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its agent to accept service of process within this State:

Joan O. Michael
669 Kingsley Avenue
Orange Park, FL 32073

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Joan O. Michael
Joan O. Michael
Dated: 5.23.01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(ARTICLES.BIGFOGG)