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WELLBAUM & WOLFF, P.A.

R. W. WELLBAUM, JR.
LORI WELLBAUM WOLFF*
*ALSO ADMITTED IN CALIFORNIA

686 NORTH INDIANA AVENUE, SUITE A
ENGLEWOOD, FLORIDA 34223
TELEPHONE (941) 474-3241
FAX (941) 475-2927

July 23, 2001

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

Re: Wolff's, Inc.

300004518623--3
-06/06/01--01035--020
*****78.75 *****78.75

Dear Sir or Madam:


Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced matter.

Please file the Articles of Incorporation with the State and return a certified copy of same to my office.

Also, enclosed is a check in the amount of \$78.75 for costs of filing.

Should you have any questions, please contact my office.

Very truly yours,


Lori Wellbaum Wolff

LWW/jd

Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

WOLFFY'S, INC.

Article I – Name

The name of this corporation is: WOLFFY'S, INC.

Article II – Duration

This corporation shall have perpetual existence.

Article III – Purpose

The purpose of this corporation shall be to promote outdoor recreational activities and any lawful business not prohibited by the laws of the State of Florida or the United States of America.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of one (\$1.00) dollar par value common stock.

Article V - Preemptive Rights

There shall be no preemptive rights.

Article VI - Initial Registered Office and Agent

The street address and the mailing address of the initial registered office and the principal office of this corporation is James E. Wolff, and the name of the initial registered agent of this corporation at that address is 9364 Arnaz Circle, Port Charlotte, Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VII - Initial Board of Directors

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

The names and addresses of the directors of this corporation are:

James E. Wolff
9364 Arnaz Circle
Port Charlotte, FL 33981

Lori Anne Wolff
0364 Arnaz Circle
Port Charlotte, FL 33981

Article VIII - Incorporators

James E. Wolff
9364 Arnaz Circle
Port Charlotte, FL 33981

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors, and the Shareholders.

Article X - Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of Incorporation, this 31st day of July, 2001.


JAMES E. WOLFF

STATE OF FLORIDA

COUNTY OF SARASOTA

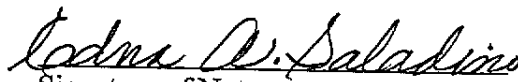
The foregoing instrument was acknowledged before me this 31st day of July, 2001, by
JAMES E. WOLFF

who is personally known to me; or

who has provided _____ as identification.



Edna A. Saladino
MY COMMISSION # CC964608 EXPIRES
April 19, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


Signature of Notary
State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
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:

That WOLFFY'S INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the town of Port Charlotte, State of Florida, has named JAMES E. WOLFF located at 9364 Arnaz Circle, Port Charlotte, FL 33981 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at 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.


JAMES E. WOLFF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA