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DAVID A. JAYNES

Attorney and Counselor
Guaranty Building, Suite 702
120 So. Olive Ave.
West Palm Beach, FL 33401

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Member State Bar of
Florida and Texas

Telephone (561) 659-5050
Facsimile (561) 833-3541

August 20, 2001

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

ATTN: Division of Corporations

RE: OPIE'S EMPORIUM, INC.

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*****70.00 *****70.00

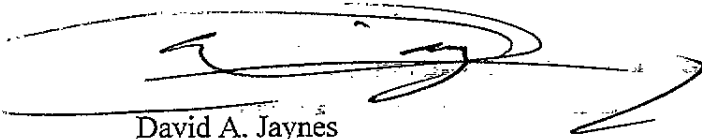
Dear Madam/Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of OPIE'S EMPORIUM, INC. Please have the same incorporated and inform us of its status. **Should there be a problem with the availability of the name, please contact Jayne at (561) 659-5050.**

Our fee of \$70.00 for this service is enclosed herewith. Please file the same and return the copy in the envelope provided.

Thank you in advance for your prompt attention to this matter.

Very truly yours,


David A. Jaynes

DAJ/sjo
Enclosure
cc: Client

Jane GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. Address
DATE 8-24
DOC. EXAM CD

C. BLALOCK AUG 24 2001

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION OF
OPIE'S EMPORIUM, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME AND ADDRESS

The name of the corporation shall be OPIE'S EMPORIUM, INC. The street address of the principal office of the corporation 6671 W INDIANTOWN RD STE 56-431 JUPITER, FL 33458 mailing address of the principal office of the corporation is 6671 W INDIANTOWN RD STE 56-431 JUPITER, FL 33458

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.001 per share.

ARTICLE IV: ADDRESS

The street address of the initial registered office of the corporation shall be 120 So. Olive Ave., Suite 702, West Palm Beach, FL 33401, and the name of the initial Registered Agent for the corporation at that address is David A. Jaynes, Esquire.

ARTICLE V: SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII: LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII: SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

The officers shall be:

President/Director

Stephen Payne

ARTICLE IX: INCORPORATOR

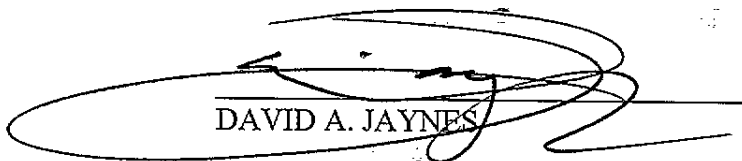
The name and address of the incorporator is:

David A. Jaynes, Esquire
120 So. Olive Ave., Suite 702
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this

20th day of August, 2001.

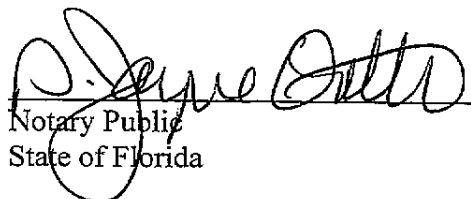
Incorporator:


DAVID A. JAYNES

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged before me this 20th day of August, 2001, by DAVID A. JAYNES.

(SEAL)


Notary Public
State of Florida



S Jayne Overt
My Commission CC993848
Expires January 29, 2005

My Commission Expires: _____

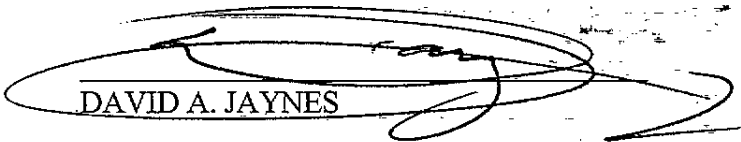
DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, OPIE'S EMPORIUM, INC., a corporation organized under the laws of the State of Florida, with its principal office located at 6671 W INDIANTOWN RD STE 56-431 JUPITER, FL 33458 named David A. Jaynes, whose address is 120 So. Olive Ave., Suite 702, West Palm Beach, Florida 33401, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


DAVID A. JAYNES

STATE OF FLORIDA
COUNTY OF PALM BEACH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, this day personally appeared David A. Jaynes, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 20th day of August, 2001.



Notary Public

State of Florida

My Commission Expires:



S Jayne Overt
My Commission CC093848
Expires January 29, 2005