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Anchors, Foster, McInnis & Keefe, P.A.
Attorneys at Law

909 MAR WALT DRIVE, SUITE 1014
FT. WALTON BEACH, FLORIDA 32547-6711

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AREA CODE 850
TELEPHONE 863-4064
FAX 862-1138

E-MAIL: AFMK@CYBERTRON.COM

C. LEDON ANCHORS
W. SCOTT FOSTER*
C. JEFFREY MCINNIS
LAWRENCE KEEFE
MICHELLE ANCHORS

* ALSO ADMITTED IN ALABAMA

August 30, 2001

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Rockin Art, Inc.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$78.75 to file the enclosed Articles of Incorporation (original and one copy enclosed). If you find the enclosures in order, please endorse your approval to the Articles of Incorporation on the duplicate copy, certify the same, and return it to the undersigned at your earliest convenience.

If you should have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Anchors, Foster, McInnis & Keefe, P.A.



Michelle Anchors

MA:slb
Enclosure

G. BLALOCK SEP 6 2001

ARTICLES OF INCORPORATION

OF

ROCKIN ART, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation is ROCKIN ART, INC., (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

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 prorata 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 PRINCIPAL OFFICE,
REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the Corporation is 639 Caribbean Way, Niceville, Florida 32578 and the mailing address is the same. The street address of the initial registered office of the Corporation is 639 Caribbean Way, Niceville, Florida 32578 and the initial registered agent of the Corporation at that address is Pat Piper.

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 (1). The name and address of the initial Directors of this Corporation are:

Pat Piper
639 Caribbean Way
Niceville, Florida 32578

Keith Holmes
639 Caribbean Way
Niceville, Florida 32578

ARTICLE VIII - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject shall be the act of the shareholders.

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of, the shareholders of this Corporation.

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 - INCORPORATORS

The name and address of the person signing these Articles is:

Pat Piper
639 Caribbean Way
Niceville, Florida 32578

ARTICLE XII - 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 30th day of August, 2001.



PAT PIPER

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared PAT PIPER () who is personally known to me or (✓) who has produced FL Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 30th day of August, 2001.

Sherril D. Barrett

NOTARY PUBLIC

My Commission Expires:

SHERRIE L. BARRETT
Notary Public, State of Florida
My comm. exp. Aug. 17, 2005
Comm. No. DD 043904

**CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

ROCKIN ART, INC.

("Corporation"), desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 639 Caribbean Way, Niceville, Florida 32578 has named Pat Piper 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 the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


PAT PIPER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA