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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CAPITAL CONNECTION, INC.
Account Number : 120000000257
Phone : (850) 224-8870
Fax Number : (850) 222-1222

FLORIDA PROFIT CORPORATION OR P.A.

Tickle Someone! Inc.

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B. McKnight SEP 17 2001

ARTICLES OF INCORPORATION
OF

Tickle Someone! Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Tickle Someone! Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is Post Office Box 80, 6 Magnolia Avenue, Yankeetown, FL 34498.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having no par value.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Carol P. Hyslop, 16070 Jones Road, Brooksville, Florida 34601.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is:

Elaine Dick - President

David Dick - V. President, Secretary, Treasurer

Post Office Box 80, 6 Magnolia Avenue, Yankeetown, FL 34498.

ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 17th day of September, 2001.

"Capital Connection, Inc. by Kim Clemons, Client Representative"

Kim Clemons

CERTIFICATE OF DESIGNATION**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0301, Florida statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

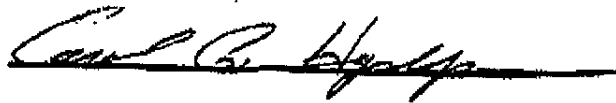
1. The name of the corporation is: TICKLE SOMEONE! INC.

2. The name and street address of the registered agent and office is: CAROL P HYSLOP

1607D JONES ROAD

BROOKSVILLE FL 34601

HAVE 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.



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