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Certified Public Accountant

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November 13, 2001
Delivered via Fed-Ex

Florida Department of Revenue
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find the properly executed original Articles of Incorporation for my client, Puttin' on the Fritz, Inc. Please file this document with your agency as soon as possible and return to my client a copy of the Certificate of Status.

I am enclosing my firm's check in the amount of \$78.75 for your services.

Sincerely,


James E. Bullard, CPA

Enclosures: As stated
c.c. Ms. Brenda L. Fritz

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of**

Puttin' on the Fritz, Inc.

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby associates himself/herself to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation is Puttin' on the Fritz, Inc.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to provide various consulting and other personal services; to produce and distribute educational and motivational products; to have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida. All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purpose is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III: CORPORATE STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 (one thousand) shares at a par value of \$1.00 (one dollar) per share.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1,000.00 (one thousand dollars).

ARTICLE V: TERM

This corporation shall have perpetual existence.

ARTICLE VI: ADDRESS

The post office address of the principal office of this corporation in the State of Florida is, 7694 Arancio Drive Jacksonville, Florida 32244.

ARTICLE VII: DIRECTOR

This corporation shall have one director initially but may be increased at a future date as provided by the by-laws of the corporation. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to a vote at a meeting called for that purpose.

ARTICLE VIII: INITIAL DIRECTOR

The name and post office address of the initial director of the first Board of Directors of this corporation is:

Brenda L. Fritz
7694 Arancio Drive
Jacksonville, FL 32244

ARTICLE IX: INITIAL SUBSCRIBER

The name and post office address of the initial subscriber of this corporation is:

Brenda L. Fritz
7694 Arancio Drive
Jacksonville, FL 32244

ARTICLE X: MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director of this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or incumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restriction on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, the Board of Directors of the corporation, which acts upon, or in reference to, in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

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 director of the corporation shall also serve the corporation in any other capacity and receive compensation therefore in any form.

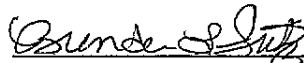
ARTICLE XI: INDEMNITY

This corporation is authorized to indemnify any director, officer or employee or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XII: AMENDMENT

These articles of incorporation may be amended in the manner provided by Florida law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by the owners of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS HEREOF, the undersigned incorporator, being a natural person competent to contract, have hereunto set his hand and affixed seal this 13th day of November, 2001.

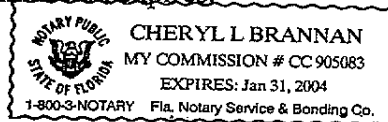

Brenda L. Fritz

State of Florida))
County of Duval))

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Brenda L. Fritz to me known to be the person described as subscriber in and who executed the foregoing articles of incorporation and who acknowledged before me that he or she subscribed to those articles of incorporation.

WITNESS my hand and official seal in the County and State named above this 13th day of November, 2001.

Cheryl L. Brannan
Notary Public, State of Florida (signature)
My commission expires:



FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
Puttin' on the Fritz, Inc.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, Brenda L. Fritz, hereby accepts the designation as resident agent of Puttin' on the Fritz, Inc., a Florida corporation and agrees to maintain office as required by law and accept service or process and other legal notices that are required to be served or may be sent to the corporation at the registered office of the corporation which is as follows:

7694 Arancio Drive, Jacksonville, FL 32244

I am hereby familiar with and accept the duties and responsibilities as registered agent for Puttin' on the Fritz, Inc., which is the corporation established by these articles of incorporation pursuant to the rules and regulations concerning corporations as established by the Statutes of the State of Florida.

DATED this 13th day of November, 2001 A. D.

Brenda L. Fritz
Signature of Registered Agent

State of Florida))
County of Duval))

WITNESS my hand and official seal in the County and State named above this 13th
day of November, 2001.

Cheryl L. Brannan
Notary Public, State of Florida (signature)
My commission expires:

