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TAXMAN ACCOUNTING, INC.

1001 North Central Avenue
Kissimmee, Florida 34741
(407)932-3499 FAX (407)932-2339

December 21, 2001

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

900004739059--7
12/25/01 01066-023
*****70.00 *****70.00

Re: SQUIRREL AND WOLF, INC.

To Whom it May Concern:

Enclosed please find the Articles of Incorporation and Designation and Acceptance of Registered Agent for filing, together with a check in the amount of \$70.00.

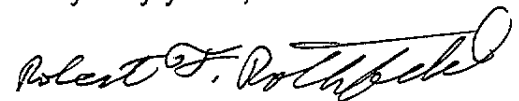
I have also enclosed an additional copy of the Articles of Incorporation and would appreciate having this returned to me with the filing date stamped on it.

Please send it to me at the following address:

ROBERT F. ROTHFELD
TAXMAN ACCOUNTING, INC.
1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

FILED
01 DEC 26 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,



Robert F. Rothfeld

Encs.

**ARTICLES OF INCORPORATION
OF**

SQUIRREL AND WOLF, 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 - CORPORATION NAME

The name of the corporation shall be:

SQUIRREL AND WOLF, INC.

ARTICLE II - PURPOSE

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

This corporation is authorized to issue FIVE HUNDRED shares (500) of "No Par Value" (\$0.00) Common Stock, which shall be designated "Common Shares."

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

The name and street address of the Initial Registered Agent of this corporation is:

ALAN WOOLF
1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) 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 names and addresses of the initial director(s) of the corporation are as follows:

ALAN WOOLF
1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

ARTICLE VI - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE VII - INCORPORATOR(S)

The names and addresses of the incorporator(s) signing these Articles of Incorporation are as follows:

ALAN WOOLF
1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 6th Day of December, 2001

[Handwritten Signature]

STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

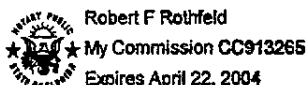
[Handwritten Signature]
Signature

KNOWN TO ME
Form of Identification

known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these Articles of Incorporation, that I relied upon the form(s) of identification of the above named person(s) as indicated opposite each name.

WITNESS my hand and official seal this 6th Day of December, 2001

(SEAL)



[Handwritten Signature]
Notary Public
State of FLORIDA
My Commission Expires: April 22, 2004

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida. SQUIRREL AND WOLF, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at:

1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

has named ALAN WOOLF, whose address is:

1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

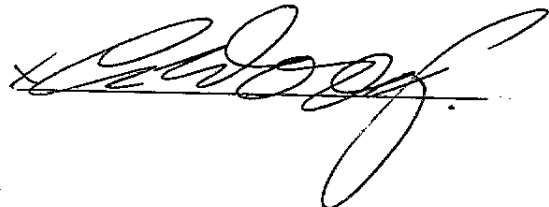
as its Agent to accept service of process within this State.

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TALLAHASSEE, FLORIDA
SECRETARY OF 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:




STATE OF FLORIDA

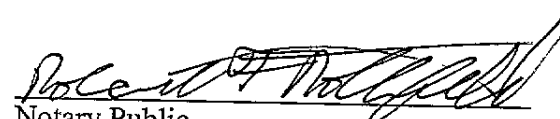
COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, this day personally appeared ALAN WOOLF, 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 6th Day of December, 2001

(SEAL)

 Robert F Rothfeld
My Commission CC913265
Expires April 22, 2004


Notary Public
State of FLORIDA
My Commission Expires: April 22, 2004