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Melbourne/Palm Bay

March 14, 2002

Secretary of State  
Division of Corporations  
P.O. Box 632  
Tallahassee, FL 32314

Re: SCOTT'S WARM FUZZIES, INC.

Dear Secretary of State:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced company along with our original filing fee in the amount of \$78.75 to cover the filing fee and one certified copy of the Articles. I am also providing a self-addressed, stamped envelope for your use in forwarding the certified copy requested.

Thank you for your assistance in this matter.

Sincerely,

JACK B. SPIRA

JBS/ses  
Encls.

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-03/18/02--01061--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

EFFECTIVE DATE  
3-13-02

FILED  
02 MAR 18 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

3/20

**ARTICLES OF INCORPORATION  
OF  
SCOTT'S WARM FUZZIES, INC.**

**FILED**  
02 MAR 18 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, subscriber to these Articles of Incorporation, a natural person, competent to contract, forms a corporation under the laws of the State of Florida; and further agrees to the following conditions of said corporation.

**ARTICLE I - NAME**

The name of this corporation is:

SCOTT'S WARM FUZZIES, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing with the date of acknowledgment of these Articles.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - AUTHORIZED STOCK**

The corporation is authorized to issue 1000 shares of common stock, having a par value of \$1.00 per share.

No shareholder shall divest himself of any of the shares without first giving the other shareholders the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of said offer to reject or purchase the shares offered for sale.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**EFFECTIVE DATE**  
**3-13-02**

#### **ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office of this corporation is: 817 Gillen Avenue, NW, Palm Bay, Florida 32907.

The name and address of the initial registered agent of this corporation is: Scott Reed Okerstrom, 817 Gillen Avenue, NW, Palm Bay, Florida 32907.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Director of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
SCOTT REED OKERSTROM	817 Gillen Avenue, NW Palm Bay, Florida 32907

#### **ARTICLE VIII**

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

<u>NAME</u>	<u>ADDRESS</u>
SCOTT REED OKERSTROM	817 Gillen Avenue, NW Palm Bay, Florida 32907

#### **ARTICLE IX**

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided for by the By-Laws.

The name of the person who is to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	-	SCOTT REED OKERSTROM
Vice President	-	SCOTT REED OKERSTROM
Treasurer	-	SCOTT REED OKERSTROM

Secretary

- SCOTT REED OKERSTROM

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

#### **ARTICLE X - BY-LAWS**

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

#### **ARTICLE XI - MANAGEMENT OF THE CORPORATION BY THE SHAREHOLDERS**

All management 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.

(signature blocks on the following page)

IN WITNESS WHEREOF, the undersigned subscribing incorporator has  
executed the Articles of Incorporation, this 13 day of March, 2002.

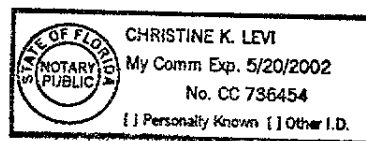
Scott Reed Okerstrom  
SCOTT REED OKERSTROM

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly  
authorized in the aforementioned State and County to take acknowledgments  
and administer oaths, personally appeared, SCOTT REED OKERSTROM, who  
presented Florida Driver's License as identification and executed the foregoing  
Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal  
this 13<sup>TH</sup> day of March, 2002.

Christine K. Levi  
NOTARY PUBLIC



**DESIGNATION OF REGISTERED AGENT**

**I HEREBY ACCEPT** the designation as Registered Agent of Scott's Warm Fuzzies, Inc.

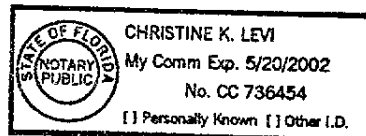
Scott Reed Okerstrom  
SCOTT REED OKERSTROM

STATE OF FLORIDA  
COUNTY OF BREVARD

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the aforementioned State and County to take acknowledgments and administer oaths, personally appeared, SCOTT REED OKERSTROM, who presented Florida Driver's License as identification and executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal this 13<sup>th</sup> day of March, 2002.

Christine K. Levi  
NOTARY PUBLIC



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