

DONNELLY & RUSSO, P.A.

ATTORNEYS AT LAW

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SEAN V. DONNELLY*
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*ALSO ADMITTED IN ILLINOIS

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Secretary of State
Division of Corporations
PO Box 637
Tallahassee, FL 32314

March 25, 2002

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

Re: Filing of Articles of Incorporation for Cool Hip, Inc.

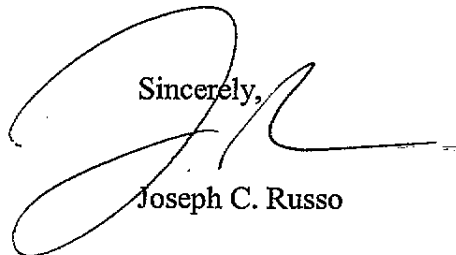
To Whom It May Concern:

Please find enclosed the Articles of Incorporation for referenced corporation, along with a check for \$78.75 for the filing fees.

Please file the Articles of Incorporation and provide our office with a certified copy of the Certificate of Good Standing in the stamped envelope provided.

Thank you for your attention to this matter. If you have any questions, please feel free to contact me.

Sincerely,



Joseph C. Russo

FILED
2002 MAR 25 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
COOL HIP, INC.**

FILED
2002 MAR 25 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: COOL HIP, INC.

ARTICLE 2

Mailing Address

The mailing and street address for the principal office of this corporation is: 3708 West Euclid Ave., Tampa, Fl. 33629.

ARTICLE 3

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3708 West Euclid Ave., Tampa, Fl. 33629, and the name of the initial registered agent of this corporation at that address is Joseph C. Russo.

ARTICLE 5

Incorporator

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

Nicholas A. Cokins, 3708 West Euclid Ave., Tampa, Fl. 33629.

ARTICLE 6

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Nicholas A. Cokins, 3708 West Euclid Ave., Tampa, Fl. 33629.

The method of election of directors will be as stated in the Bylaws.

ARTICLE 7
Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

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

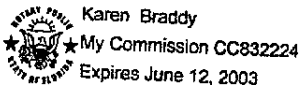



Nicholas A. Cokins

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th day of March, 2002 by Nicholas A. Cokins.

SEAL

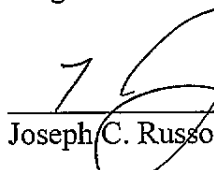




Type, Print or Stamp Name of Notary
Personally known _____
or Produced Identification _____
Type of Identification Produced _____

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.



Joseph C. Russo

FILED
2002 MAR 25 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA