

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P02000038426**

Shop G-Spot Enterprises, Inc.

300005222843-- J  
-04/09/02--01053--016  
\*\*\*\*\*140.00 \*\*\*\*\*70.00

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

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2002 APR -9 PM 1:34  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

Signature \_\_\_\_\_

Requested by: SK

Name \_\_\_\_\_

4/9/02  
Date

10:35  
Time

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

4/9/02

**ARTICLES OF INCORPORATION  
FOR  
SHOP G-SPOT ENTERPRISES, INC.**

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The undersigned, acting as incorporators, hereby adopt these Articles of Incorporation and form a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act") and other laws of the State of Florida, as follows:

**ARTICLE I. CORPORATE NAME.**

The name of the Corporation is:

**SHOP G-SPOT ENTERPRISES, INC.**

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation are:

**SHOP G-SPOT ENTERPRISES, INC.  
812 CRESTRIDGE DRIVE  
TARPON SPRINGS, FLORIDA 34689**

**ARTICLE III. CAPITAL STOCK**

(a) The Corporation is authorized to issue **1000** shares of One U.S. dollar (\$1.00) per value common stock, which shall be designated Common Stock.

(b) All or any portion of the Common Stock may be issues in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid in cash; and the Board of Directors shall be the sole judge of the value of any property, right or thing acquired in exchange for Common Stock and its judgment of such value will be conclusive.

(c) Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of

voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent is:

**BENJAMIN D. KELVER  
812 CRESTRIDGE DRIVE  
TARPON SPRINGS, FLORIDA 34689**

**ARTICLE V. INCORPORATOR.**

The name and address of the Incorporator of these Articles of Incorporation are:

**BENJAMIN D. KELVER  
812 CRESTRIDGE DRIVE  
TARPON SPRINGS, FLORIDA 34689**

**ARTICLE VI. PURPOSE.**

The purpose of the Corporation is to engage in any and all lawful business for which corporations may be organized under general law.

**ARTICLE VII. PREEMPTIVE RIGHTS.**

The Corporation elects to have preemptive rights.

**ARTICLE VIII. AMENDMENT.**

Theses Articles of Incorporation may be amended in the manner provided by law.

The undersigned have executed these Articles of Incorporation this 4th day of April, 2002.

  
**BENJAMIN D. KELVER**  
Incorporator

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

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE MENTIONED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is:  
  
**SHOP G-SPOT ENTERPRISES, INC.**
2. The name and address of the registered agent and office are:  
  
**BENJAMIN D. KELVER  
812 CRESTRIDGE DRIVE  
TARPON SPRINGS, FLORIDA 34689**

Having 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.

  
Benjamin D. Kelter

4/4/02  
Date