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JOHNSON, SMITH, HIBBARD & WILDMAN
LAW FIRM, L.L.P.

MILTON A. SMITH
PAUL R. HIBBARD
DONALD B. WILDMAN
DOUG SMITH
DONNA FAYE SHETLEY
RANSOME A. COLEMAN
GORDON G. COOPER*
STEVEN M. QUERIN

220 NORTH CHURCH STREET
MAILING ADDRESS: P.O. DRAWER 5587
SPARTANBURG, SOUTH CAROLINA 29304-5587
(864)582-8121
FAX: (864)583-5328

EDWIN W. JOHNSON (1904-1979)

MATTHEW E. COX

* also admitted in Florida.

Sender's Email Address: gcooper@jshwlaw.com

June 26, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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

RE: Old As. Dirt, Inc.
JSH&W File No. 202354

Dear Sir or Madam:

Enclosed herewith you will find a Transmittal Letter along with the original and one (1) copy of the Articles of Incorporation.

Also enclosed, you will find our check in the amount of Seventy-Eight and 75/100 (\$78.75) Dollars for the filing fee and Certificate of Status.

If you have any questions or need anything further, please not hesitate to contact me.

Sincerely,

Gordon G. Cooper

GGC/dmj
Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUL -2 AM 9:09

ARTICLES OF INCORPORATION

OF

OLD AS DIRT, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL -2 AM 9:09

The undersigned subscriber to these Articles of Incorporation, is a natural person competent to contract, desires to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be OLD AS DIRT, INC.

ARTICLE II

PRINCIPLE OFFICE

The principal office and initial registered office of the corporation is 50 NE 27th Drive, Wilton Manors, Florida 33334-1033.

ARTICLE III

PURPOSE

The general nature of this business and the objectives and purposes proposed to be transacted and carried on by the corporation are to do any and all of the acts herein mentioned as duly and to the same extent as natural persons might or could do, that is:

(a) To engage in the sale of novelty certificates and to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

(b) To conduct business in, having one or more offices in, buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises,

patents, copyrights, trademarks, licenses, in the State of Florida and in all other states and counties. To contract debts and borrow money, issue and sell or pledge bond, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required. To purchase the corporate assets of any of the corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation in the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(c) The transaction of any and all lawful business for which the corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

SHARES

The authorized capital stock of this corporation shall be One Hundred (100) Shares of Common Stock at One Dollar (\$1.00) with no par value.

ARTICLE V

INITIAL OFFICERS/DIRECTORS

The names, addresses and titles of the officers of this corporation are as follows:

Thomas P. Swartzbaugh -Director, President, Secretary/Treasurer
50 NW 27th Drive, Wilton Manors, FL 33334-1033

ARTICLE VI

REGISTERED AGENT

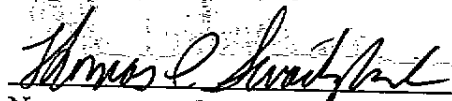
The name and Florida street address of the registered agent is: Thomas P. Swartzbaugh,
50 NW 27th Drive, Wilton Manors, FL 33334-1033.

ARTICLE VII


INCORPORATOR

The name and address of the Incorporator is: Thomas P. Swartzbaugh, 50 NW 27th
Drive, Wilton Manors, FL 33334-1033.

Having been named as registered agent to accept service of process for the above stated
corporation at the place designated in this certificate, I am familiar with and accept the
appointment as registered agent and agree to act in this capacity.


Name: Thomas P. Swartzbaugh
Title: Registered Agent

June 26, 2002
Date


Name: Thomas P. Swartzbaugh
Title: Incorporator

June 26, 2002
Date