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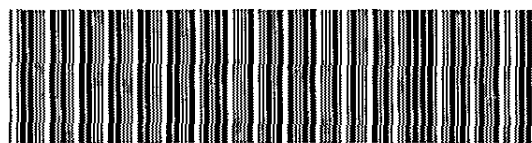
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TALLAHASSEE, FLORIDA

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LAW OFFICES

ENGLANDER & FISCHER, P.A.

721 First Avenue North
St. Petersburg, FL 33701

Leonard S. Englander ^{1,2}
H. James Fischer
Terry L. Hirsch
William K. Bennett ³
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¹ Board Certified Business
Litigation Lawyer
² Also Licensed in Colorado
³ Certified Mediator

December 9, 2002

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

Re: Artful Thinking, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$78.75 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please immediately file the original and return to me a certified copy of the same.
Thank you.

Sincerely,



LEONARD S. ENGLANDER

LSE/emk
Enclosures

**ARTICLES OF INCORPORATION
OF
ARTFUL THINKING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

1.1 The name of the corporation is ARTFUL THINKING, INC.

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent and Principal Office and Mailing Address

6.1 The street address of the initial registered office and the principal mailing address of this corporation is 721 First Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent of this corporation is Englander & Fischer, P.A.

6.2 The initial principal office of this corporation is located at 1246 79th Street South, St. Petersburg, FL 33707, and the corporation's initial mailing address is c/o Leonard S. Englander, Esquire, P. O. Box 1954, St. Petersburg, Florida, 33731-1954.

ARTICLE VII

Initial Board of Directors

7.1 This corporation shall have one (1) director initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The name and address of the initial director of this corporation is:

Betsy Esrick Englander
1246 79th Street South
St. Petersburg, FL 33707

ARTICLE VIII

Incorporators

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

Leonard S. Englander
721 First Avenue North
St. Petersburg, Florida 33701

ARTICLE IX

Indemnification

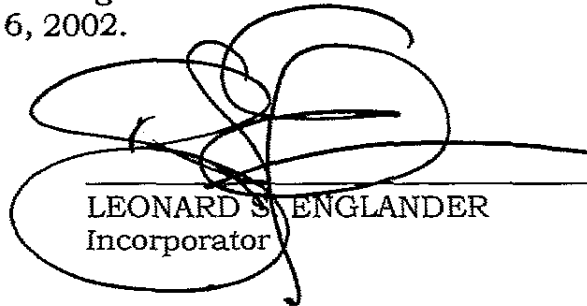
9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment


10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

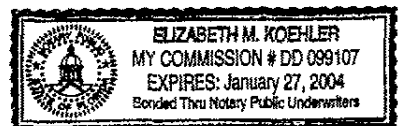
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on December 6, 2002.


LEONARD S. ENGLANDER
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 9th day of December, 2002, by LEONARD S. ENGLANDER. He is personally known to me and did take an oath.


Notary Public
Commission No. _____



CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for ARTFUL THINKING, INC., at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

ENGLANDER & FISCHER, P.A.

By:

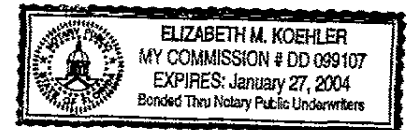
LEONARD S. ENGLANDER

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared LEONARD S. ENGLANDER, who is personally known to me, and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed and did not take an oath.

SWORN TO AND SUBSCRIBED before me this 9th day of December 2002.

Elizabeth M. Koehler
Notary Public
Commission No. _____



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