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SECRETARY OF STATE
ALLAHASSEF FI ORIO

ARTICLES OF INCORPORATION

OF

SWFL CLASSICS INCORPORATED

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be:

SWFL CLASSICS INCORPORATED

The principal place of business of this corporation shall be:

2213 HAVANA AVE. FT MYERS FL. 33905

ARTICLE II.

The term of existence of the corporation is perpetual.

ARTICLE III.

The purpose of this corporation is to carry on any business, occupation, undertaking or enterprise and to exercise any power of authority which may be done by a private corporation organized and existing under and by virtue of Florida General Corporation Act.

ARTICLE IV.

This corporation is authorized to issue one thousand (1,000) shares of ONE DOLLAR (\$1.00) par value common stock, all of which shall be fully paid and non-assessable.

ARTICLE V.

The street address of the initial registered office of this corporation is 2213 HAVANA AVE. FT MYERS FL. 33905 the registerd agent of this corporation at taht address is DONALD MELJAC

ARTICLE VI.

The business of this corporation shall be conducted by a board of directors which shall consist of one or more members, the exact number of said directors to be fixed from time to time by the bylaws of this corporation.

ARTICLE VII.

Each Shareholder shall have a preemptive right to purchase any treasury or unissued stock of this corporation pursuant to terms and conditions set by the board of directors.

ARTICLE VIII.

The name and post office address of the initial Board of Directors and officers who shall hold office for the first year of existance of the corporation or until their successors are elected or appointed and have qualified are as follows:

DIRECTORS DONALD MELJAC ADDRESS 2213 HAVANA AVE. FT MYERS FL. 33905

OFFICERS TITLE

ADDRESS

DONALD MELJAC PRESIDENT 2213 HAVANA AVE. FT MYERS FL. 33905

ARTICLE IX.

The names and addresses of the incorporators are as follows:

DONALD MELJAC 2213 HVANA AVE. FT MYERS FL. 33905

IN WITNESS WHEREOF, I, the undersigned, have made, subscribed and acknowledged these Articles of Incorporation, this day of ______, 2003.

DONALD MELJAC

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SECRETARY OF STAIL

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WHITIN THE STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

Pursuant to Florida General Corporation Act, the following is submitted in compliance therewith:

THAT, SWFL CLASSICS INCORPORATED desiring to organize under the laws of the State of Florida, with its principal office as indicated in the articles of incorporation has named as its agent to accept service of process within this state: DONALD MELJAC

^SACCEPTANCE^S

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said law relative to keeping open said office.

Registerd Agent 3

DONALD MELJAC