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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : RONALD CUTLER
Account Number : I20000000005
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FLORIDA PROFIT CORPORATION OR P.A.

Cool Holdings, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
COOL HOLDINGS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: Cool Holdings, Inc.

ARTICLE II: PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 4928 Hook Hollow Circle, Orlando, Florida 32837.

ARTICLE III: SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 value per share.

ARTICLE IV: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is Michael W. Beerli, 4928 Hook Hollow Circle, Orlando, FL 32837.

ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Ronald Cutler, 1172 Pelican Bay Drive, Daytona Beach, Florida 32219.

ARTICLE VI: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Ronald Cutler, 1172 Pelican Bay Drive, Daytona Beach, Florida 32119.

The undersigned has executed these Articles of Incorporation this 6th, day of June, 2003.

Prepared By:
Ronald Cutler
1172 Pelican Bay Drive
Daytona Beach, FL 32119
(386)788-4480


RONALD CUTLER

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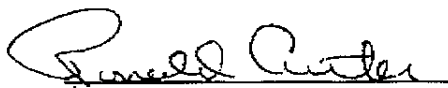
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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 Cool Holdings, Inc.
2. The name and address of the registered agent and office is Ronald Cutler, 1172 Pelican Bay Drive, Daytona Beach, Florida 32219.

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.


Ronald Cutler

June 6, 2003

Date

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