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CAPITAL CONNECTION, INC.

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			Foreign Corp. File
			L.C. File
			Fictitious Name File
			Trade/Service Mark
			Merger File
			Art. of Amend. File
			RA Resignation
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			Photo Copy
			Certificate of Good Standing
			Certificate of Status
			Certificate of Fictitious Name
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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION Of ScrapWear, Inc.

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

ARTICLE I

NAME

The name of the corporation shall be ScrapWear, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business/mailing address is:

6462 Central Avenue St. Petersburg, FL 33707

ARTICLE III

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

SHARES

The number of shares of stock is 1000 at \$.50 par value common stock.

ARTICLE V

INITIAL OFFICERS AND/OR DIRECTORS

Sheryl Sutton – President/Secretary 6462 Central Avenue, St. Petersburg, FL 33707 Robert Sutton – Vice President 6462 Central Avenue, St. Petersburg, FL 33707

ARTICLE VI

REGISTERED AGENT

The name and Florida street address of the registered agent is Sheryl Sutton 6462 Central Avenue St. Petersburg, FL 33707

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator is Sheryl Sutton. 6462 Central Avenue St. Petersburg, Fl 33707

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.