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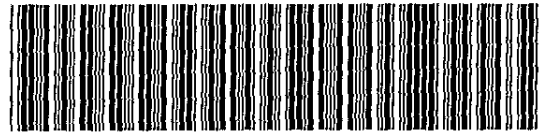
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8/1

SLACKERS II, INC.
675 S. THIRD STREET
JACKSONVILLE BEACH, FL 32250
(904) 247-0770

July 17, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: SLACKERS II, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation of SLACKERS II, INC. Also enclosed is a check in the amount of \$78.75 that includes the Filing Fee of \$35.00, Registered Agent fee of \$35.00 and certified copy of Articles of Incorporation, \$8.75.

Very truly yours,

A handwritten signature in black ink, appearing to read "Wallace Martin", written over a horizontal line.

Wallace Martin

Enclosures

ARTICLES OF INCORPORATION

OF

SLACKERS II, INC.

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03 JUL 28 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FL 32399

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 SLACKERS II, INC.

ARTICLE II-PRINCIPAL OFFICE

The principal place of business address of this corporation shall be:

675 S. THIRD STREET
JACKSONVILLE BEACH, FL 32250

The mailing address of this corporation shall be:

675 S. THIRD STREET
JACKSONVILLE BEACH, FL 32250

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares
The shareholders are authorized to issue "Section 1244" stock as defined by Section 1244 of the Internal Revenue Code.

ARTICLE IV—INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

WALLACE MARTIN
675 S. THIRD STREET
JACKSONVILLE BEACH, FL 32250

ARTICLE V—INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

WALLACE MARTIN
675 S. THIRD STREET
JACKSONVILLE BEACH, FL 32250


ARTICLE VI—AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VII—PURPOSE

The purpose of this corporation is to carry on any legal activity.

The undersigned have executed these Articles of Incorporation this 21ST DAY OF JULY 2003.

 PRESIDENT 7/21/3
Wallace Martin, President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/agent in the state of Florida.

1. The name of the corporation is: SLACKERS II INC.
2. The name and address of the registered agent and office is:

WALLACE MARTIN

675 S. THIRD STREET

JACKSONVILLE BEACH, FL 32250

SIGNATURE

TITLE

DATE



PRESIDENT

7/21/03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUL 28 PM 4:03

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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. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE



7/21/03