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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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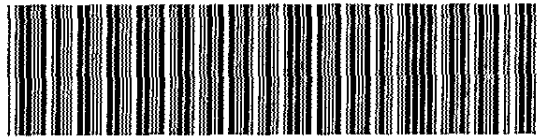
(Business Entity Name)

(Document Number)

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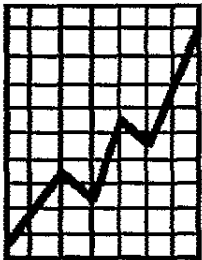


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 JUL 28 AM 11:25

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



Newman & Company, P.A.

Certified Public Accountants

3535 First Avenue North
St. Petersburg, Florida 33713
(727) 327-6608 • Fax 327-4463

July 24, 2003

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 323314

Re: Bagenski, Inc.
Articles of Incorporation

To whom it may concern:

Enclosed are the articles of incorporation for the above named corporation along with a check in the amount of ~~\$78.75~~ ^{80.00} payable to the Department of State.

If you have any questions please call Keith Newman at (727) 327-6608.

Sincerely,

A handwritten signature in black ink, appearing to read "Keith Newman". The signature is fluid and cursive.

Keith Newman

ARTICLES OF INCORPORATION
OF
BAGENSKI, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name and address of the corporation is:

Bagenski, Inc.
5902 82nd Terrace N.
Pinellas Park, FL 33781

ARTICLE II

The period of duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized is to transact any business under the law of the United States and of this state.

ARTICLE IV

The aggregate number of shares the corporation shall have authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address in Florida of the initial registered office of the corporation is 3535 First Ave. North, St. Petersburg, FL 33713. The name of the initial registered agent at such address is Keith Newman.

ARTICLE VI

The initial board of directors shall consist of one member(s) who need not be a resident of the State of Florida or shareholder of the corporation. The number of directors may be increased or decreased from time to time by the bylaws but shall never be less than one.

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ARTICLE VII

The name and address of the person(s) who shall serve as director(s) until the first annual meeting of the shareholders, or until their successor shall have been elected and qualified, are as follows:

Michael Bagenski
5902 82nd Terrace N.
Pinellas Park, FL 33781

ARTICLE VIII

The name and address of the incorporator is as follows:

Michael Bagenski
5902 82nd Terrace N.
Pinellas Park, FL 33781

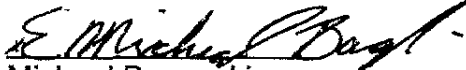
ARTICLE IX

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders meeting, with not less than two-thirds vote of common stock.

ARTICLE X

The corporation shall commence existence on the date the Articles of Incorporation have been filed with the Department of State, State of Florida, and are approved by it.

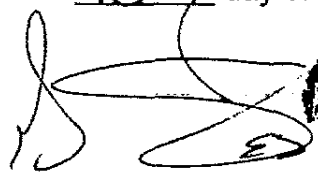
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of July 2003.


Michael Bagenski

State of Florida
County of Pinellas

Before me, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared Michael Bagenski known to me to be the persons who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

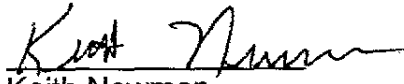
IN WITNESS WHEREOF, I hereunto set my hand and official seal at St. Petersburg, said County and State this 15th day of July 2003.



Gary S. Swailes

ACCEPTANCE OF RESIDENT AGENT

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


Keith Newman

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