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SARDELIS AND BOWLES, L.L.P.
ATTORNEYS AT LAW

CATHERINE B. BOWLES, P.A.
BOARD CERTIFIED CIVIL TRIAL LAWYER
PERSONAL INJURY
WRONGFUL DEATH
CIVIL LITIGATION

NICHOLAS P. SARDELIS, JR., CHARTERED
CIVIL LITIGATION
CRIMINAL DEFENSE
FAMILY LAW

March 26, 2004

Division of Incorporations
Secretary of State
P.O. Box 6327
Tallahassee, FL. 32314

Re: Wizemen, Inc.

Dear Sir/Madam:

Enclosed for filing is the original of the Articles of Incorporation for the above captioned entity together with a copy. Also enclosed is our check in the amount of \$70.00 which represents payment of filing fees and costs.

Please return to the undersigned the copy of the Articles of Incorporation with your notation evidencing the date of filing together with your cover letter assigning a document number.

Thanking you for your prompt attention, I remain,

Sincerely,



Nicholas P. Sardelis, Jr.

NPS/paw

Enclosure: Articles of Incorporation
Trust Account Check No. 1533 (\$70.00)

**ARTICLES OF INCORPORATION
OF
WIZEMEN, Inc.**

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

**ARTICLE I
NAME**

The name of the corporation is: WIZEMEN, Inc., Florida corporation.

**ARTICLE II
TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV
POWERS**

This corporation shall have the power to have and exercise all lawful powers necessary or convenient to effect its lawful business purposes.

**ARTICLE V
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

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04 MAR 31 11:10:51
DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
BYLAWS

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the board of directors of this corporation; provided, however, that the bylaws may provide that the power to alter, amend, or repeal the bylaws is reserved in the shareholders.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "common shares". All stock, when issued, shall be fully paid and non-assessable.

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock or treasury stock of this corporation or securities of the corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INCORPORATORS – (SUBSCRIBER (S))

The names and address of the Incorporator (s) (Subscriber(s)) signing these articles are:

Name (s)

Address(es)

Gary P. Benjamin

2991 Dick Wilson
Sarasota, Fl. 34240

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) Director constituting the initial Board of Directors. The number of directors may be either be increased or decreased from time to time by the shareholders pursuant to the By-Laws; however, there shall never be less than one (1) Director

nor more than five (5). Voting for Directors shall be under the cumulative vote system. The name and address of the initial Board of Directors of the corporation is:

Name

Address

Gary P. Benjamin

2991 Dick Wilson
Sarasota, Fl. 34240

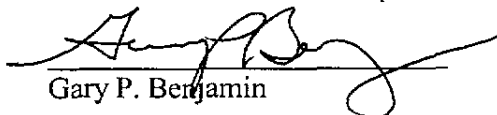
ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The mailing address, principal office street address, and, the initial registered office of this corporation is: 2991 Dick Wilson, Sarasota, FL 34240. The initial registered agent of this corporation at that address is: Gary P. Benjamin.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 25th day of March, 2004.


Gary P. Benjamin

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Gary P. Benjamin, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and has produced a Florida Driver License bearing number _____ as proof of identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 25th day of March 2004.



Notary Public

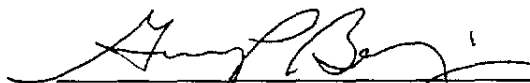
Seal



Patricia A. Williams
MY COMMISSION # DD104712 EXPIRES
April 26, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

I, Gary P. Benjamin, on this 25th day of March 2004 hereby agree, as Registered Agent, to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.


Gary P. Benjamin, Registered Agent

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