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• , (F	Requestor's Name)		
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05/01/04--01052--010 **78.75

EFFECTIVE DATE



14.5/1/04

TRANSMITTAL LETTÈR

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

SUBJECT:	D SQUARED ENTERPRISES, INC.		
	(PROPOSED CORPORA	TE NAME – <u>MUST INCLU</u>	DE SUFFIX)
Enclosed are an orig	ginal and one (1) copy of the artic	cles of incorporation and	a check for:
□ \$70.00	⊠ \$78.75	□ \$78.75	□ \$87.50
Filing Fee	Filing Fee	Filing Fee	Filing Fee,
	& Certificate of Status	& Certified Copy	Certified Copy
			& Certificate of Status
		ADDITIONAL CO	
	<i>N</i> , <i>N</i>		
FROM:	Denise Dur	tee Bauer	_
	Name (Printed or typed)	
3263 Big Valley Drive			
Address			
) 1) 1 , [] 22012			
Lakeland Florida 33813			
jCity, State & Zip			
863-409-6270			
	Daytime Te	elephone number	

NOTE: Please provide the original and one copy of the articles.



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But and the same

Glenda E. Hood Secretary of State

March 9, 2004

DENISE DURFEE BAUER 3263 BIG VALLEY DR LAKELAND, FL 33813

SUBJECT: D2 ENTERPRISES, INC.

Ref. Number: W04000009464

We have received your document for D2 ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton Document Examiner New Filings Section

Letter Number: 404A00015651

05/04/2004

ARTICLES OF INCORPORATION OF

D Squared Enterprises, Inc.

O4 HAY -4 PY 12: 19
TALLAHAS (E, 11/2 DA

We, the undersigned subscribers, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the information, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I NAME OF CORPORATION

The name and address of this corporation shall be:
D Squared Enterprises, Inc.
3263 Big Valley Drive
Lakeland, FL 33813

ARTICLE II GENERAL NATURE OF BUSINESS

This corporation may engage in retail sales, gift items, custom gifts baskets and other containers.

ARTICLE III CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is 100 (one hundred) shares of common stock, each share having the par value of \$5.00 (five dollars).

ARTICLE IV CORPORATE EXISTENCE

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these Articles, unless dissolved according to law.

ARTICLES V INITIAL CAPITAL

The amount of the capital with which the corporation shall begin business is \$500.00 (five hundred dollars).

ARTICLES VI

REGISTERED OFFICE & REGISTERED AGENT

First that D Squared Enterprises, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Lakeland, State of Florida, has named Denise Durfee Bauer located at 3263 Big Valley Drive, Lakeland, Florida (33813), as its agent to accept service of process within Florida.

Having been named to accept service of process for the above corporation, at the place designated in the above, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ARTICLE VII DIRECTORS

The corporation shall be governed by a Board of no less than one nor more than fifteen directors. It shall not be necessary for the directors to be stockholders. The number of Directors herein provided for may be increased or decreased at any regular or special meeting of the stockholders.

ARTICLES VIII INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors, and officers who are to serve as members thereof are:

NAME	ADDRESS	OFFICE
Denise Durfee Bauer	3263 Big Valley Drive Lakeland, FL 33813	President
Jeffrey B. Bauer	3263 Big Valley Drive Lakeland, FL 33813	Chief Technology Officer

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE X

The names and street addresses of the subscribers to these Articles of Incorporation are:

NAME	<u>ADDRESS</u>
Denise Durfee Bauer	3263 Big Valley Drive
	Lakeland, FL 33813

IN WITNESS THEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation for profit under the laws of the State of Florida, this 4th day of May 2004.

Page 3

STATE OF FLORIDA COUNTY OF POLK

Before me personally appeared Denise Durfee Bauer to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above, this the 4th day of May 2004.

My commission expires:



Notary Public