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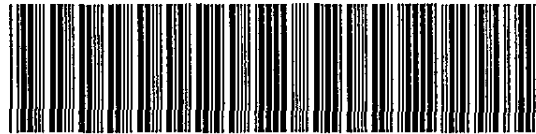
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SECRETARY OF STATE  
TALLAHASSEE, FL 32399

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**HERDMAN & SAKELLARIDES, P.A.**

*Attorneys at Law*

MARK HERDMAN

JOHN M. SAKELLARIDES

2595 Tampa Road • Suite J  
Palm Harbor, FL 34684  
(727) 785-1228  
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August 27, 2004

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of Flip Side Properties, Inc.

Dear Secretary of State:

Enclosed for filing with the Division of Corporations, please find the following:

1. Original and one copy of the Articles of Incorporation for Flip Side Properties, Inc.; and
2. Check in the amount of \$78.75 to cover the cost of such filing.

Please send a conformed copy of the Articles to my office once they have been filed. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

HERDMAN & SAKELLARIDES, P.A.



John M. Sakellarides

JMS/kjs  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**FLIP SIDE PROPERTIES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this corporation shall be FLIP SIDE PROPERTIES, INC., and its principal address is 2577 Dolly Bay Drive, #301, Palm Harbor, FL 34684.

**ARTICLE II**

This corporation shall have perpetual existence which shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

**ARTICLE III**

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. The corporation shall also have all other powers provided in the statutes of the State of Florida.

**ARTICLE IV**

The corporation is authorized to issue 1000 shares of common stock at a par value of \$1.00 per share.

#### **ARTICLE V**

The amount of capital with which this corporation shall begin business shall be not less than \$100.00.

#### **ARTICLE VI**

The initial registered agent for this corporation is **Colette Peterson**, and the initial registered office is located at 2577 Dolly Bay Drive, #301, Palm Harbor, FL 34684.

#### **ARTICLE VII**

The number of Directors constituting the initial Board of Directors shall be two (2). The number of Directors may be either increased or decreased from time to time as provided for in the By-Laws.

#### **ARTICLE VIII**

The names and street addresses of each member of the initial Board of Directors is:

Colette Peterson  
2577 Dolly Bay Drive, #301  
Palm Harbor, FL 34684

Glenn Harris  
2577 Dolly Bay Drive, #301  
Palm Harbor, FL 34684

They shall hold office until the first annual meeting of stockholders.

### **ARTICLE IX**

The names and addresses of each of the initial officers of the corporation are as follows:

Colette Peterson 2577 Dolly Bay Drive, #301 Palm Harbor, FL 34684	President, Secretary, Treasurer
Glenn Harris 2577 Dolly Bay Drive, #301 Palm Harbor, FL 34684	Vice President

### **ARTICLE X**

Subject to the provisions of the Florida Statutes, stockholders' meetings may be held at any place designated by the Directors.

### **ARTICLE XI**

The following additional provisions are inserted for the conduct of the affairs of the corporation:

(a) The corporation may incur any indebtedness in any amount which is in the best interest of the corporation.

(b) The Board of Directors of the corporation is hereby authorized and empowered, from time to time, at its discretion, to:

(i) Make and amend By-Laws of the corporation;

- (ii) establish such reserves as the Board may deem necessary and in the best interests of the corporation and to set such funds aside for the purpose of the reserve.

The undersigned, constituting all of the original subscribers for the shares of stock of this corporation, and for the purpose of forming a corporation for profit, pursuant to Chapter 607, Florida Statutes, do hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true and correct.


The undersigned original subscriber(s) have executed these Articles of Incorporation for the purposes herein expressed.

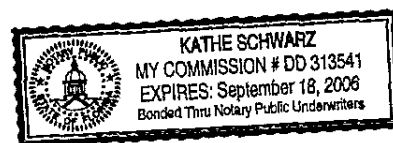
  
COLETTE PETERSON

STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF PINELLAS   )

BEFORE ME, the undersigned authority, personally appeared, **COLETTE PETERSON**, one of the officers and subscribers of FLIP SIDE PROPERTIES, INC., and she acknowledged that she signed the foregoing Articles of Incorporation for the purposes expressed therein, this 20<sup>th</sup> day of August, 2004.

  
NOTARY PUBLIC - STATE OF FLORIDA

To me personally known:   
Identification shown: \_\_\_\_\_



**CONSENT OF REGISTERED AGENT**

HAVING BEEN NAMED as Registered Agent for FLIP SIDE PROPERTIES, INC.,  
at the office designated in the foregoing Articles of Incorporation, the undersigned hereby  
accepts the designation.

  
**COLETTE PETERSON**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF PINELLAS    )

BEFORE ME, the undersigned authority, personally appeared, **COLETTE PETERSON**, who, upon being first duly sworn, acknowledged that the foregoing Consent of Registered Agent, by her signed and sealed, in her free act and deed, this 26<sup>th</sup> day of August, 2004.

  
**NOTARY PUBLIC - STATE OF FLORIDA**

To me personally known:  \_\_\_\_\_

Identification shown: \_\_\_\_\_

