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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.
GROVERS OTHER POCKET, INC.

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ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLES I, NAME

The name of this corporation shall be:

GROVERS OTHER POCKET, INC.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One hundred (100) shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than One hundred dollars (\$100).

ARTICLE V, TERM OF EXISTENCE

The corporation is to have perpetual existence.

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ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the corporation shall be:

334 Lighthouse Drive
Palm Beach Gardens, Florida 33410

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the initial Director of this Corporation is:

Grover Lines
334 Lighthouse Drive
Palm Beach Gardens, Florida 33410

ARTICLE VIII, INCORPORATOR

The name and address of the incorporator is:

Grover Lines
334 Lighthouse Drive
Palm Beach Gardens, Florida 33410

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE X, AMENDMENT

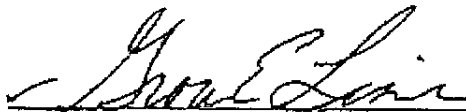
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI, SUB-CHAPTER S CORPORATION

This corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.


ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, Grover Lines, at 334 Lighthouse Drive, Palm Beach Gardens, Florida 33410, accepts this position signed below:



Grover Lines

The registered office will be located at 334 Lighthouse Drive, Palm Beach Gardens, Florida 33410.



Grover Lines

In witness whereof, the undersigned as subscribing incorporators, have hereinto set our hands and seals this 6th day of December for the purpose of forming this corporation under the laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.



Grover Lines

SWORN TO AND SUBSCRIBED BEFORE

THIS 6th DAY OF December, 2004



John D. Harris



JOHN D. HARRIS
MY COMMISSION # DO 282488
EXPIRES: March 18, 2008
Notary Public - State of Florida