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TIMOTHY G. HAYES AND ASSOCIATES, P.A.
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December 21, 2004

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

**Re: Shoppin7, Inc.
Dekan, Inc.**

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for each of the above corporations, along with a check in the amount \$140.00 for the filing fees and Designation of Registered Agent.

Sincerely yours,


DEBRAH MAYWORTH

Legal Assistant
HAYES & ASSOCIATES, P.A.
21859 State Road 54, Suite 200
Lutz, Florida 33549
(813) 949-6525

/dm
Encls.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
SHOPPIN7, INC.**

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of this corporation shall be:

SHOPPIN7, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are:

2329 Dekan Lane
Land O'Lakes, FL 34639

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are:

RUTH S. MCKAY
2329 Dekan Lane
Land O'Lakes, FL 34639

ARTICLE V - INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation are:

RUTH S. MCKAY
2329 Dekan Lane
Land O'Lakes, FL 34639

ARTICLE VI - DIRECTORS

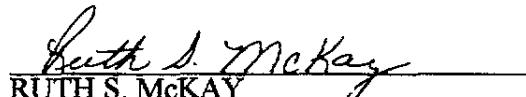
This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name(s) and address(es) of the initial director(s) of this corporation is(are) as follows:

PAUL E. MCKAY
2329 Dekan Lane
Land O'Lakes, FL 34639

RUTH S. MCKAY
2329 Dekan Lane
Land O'Lakes, FL 34639

IN WITNESS WHEREOF the incorporator has hereunto set his hand and seal, this 20th day of December, 2004.


RUTH S. MCKAY

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is:

SHOPPIN7, INC.

2. The name and address of the registered agent and office is:

RUTH S. MCKAY
2329 Dekan Lane
Land O'Lakes, FL 34639

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
RUTH S. MCKAY

TITLE Registered Agent
DATE 12/20/04