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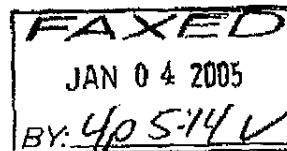
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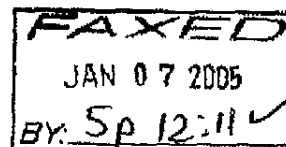


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FLORIDA PROFIT CORPORATION OR P.A.

SOUTHERN PROMOTIONS, INC.

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FAX NO. : 8506683398

Jan. 10 2005 10:40AM P2

850-205-0381

1/10/2005 9:57 PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 10, 2005

SOUTHER PROMOTIONAL ITEMS, INC.
P.O. BOX 1195
LYNN HEAVEN, FL 32444

SUBJECT: SOUTHER PROMOTIONAL ITEMS, INC.
REF: W05000001185

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

It appears the filing submitted has a typographical error in the entity name. Please verify this name and all other information contained in the filing and resubmit it for processing.

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Suzanne Hawkes
Document Specialist
New Filings Section

FAX Aud. #: E05000002308
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**CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA**

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida Corporation is:
SOUTHERN PROMOTIONAL ITEMS, INC.

Article II. Address

The Corporation's mailing address is:
**SHARON THORNBURY
P.O. BOX 1195
LYNN HAVEN, FL 32444**

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
**SHARON THORNBURY
1600 MARINA BAY DR. #402
PANAMA CITY, FL 32409**

Article IV. Board of Directors

The name and address of each member of the Corporation's Board of Directors is:
**SHARON THORNBURY
P.O. BOX 1195
LYNN HAVEN, FL 32444**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators, Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
800-421-2661

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Article V. Capital Stock

The Corporation shall have the authority to issue 1500 shares of common stock with no par value.

Article VI. Incorporator

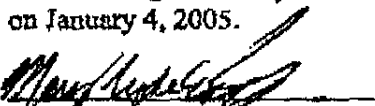
The name and address of the incorporator is:

Mary Lyde Esposito
1220 Market Street
Suite 808
Wilmington, DE 19801

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin upon filing of this document.

The undersigned incorporator executed these Articles of Incorporation on January 4, 2005.


Mary Lyde Esposito
Incorporator

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

SOUTHERN PROMOTIONAL ITEMS, INC.

REGISTERED AGENT/OFFICE:

SEARON THORNBURY
1600 MARINA WAY DR. #402
PANAMA CITY, FL 32409

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Signature of Registered Agent

Date: 1/4/05

American Incorporators Ltd.
1220 North Market Street, Suite 808
Wilmington, DE 19801
800-421-2661