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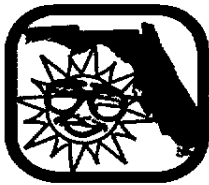


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FILED
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Florida Incorporators, Inc.

Mark S. Hankins
President
8875 Hidden River Pkwy Ste. 300
Tampa, FL 33637

July 15, 2005

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

RE: Never Pay Retail Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

Articles Of Incorporation
Of
Never Pay Retail Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Never Pay Retail Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is THREE THOUSAND FIVE HUNDRED (3,500) SHARES of capital stock, \$100.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is TWO (2) and the names and addresses of the persons who are to serve as directors

until the first annual meeting of shareholders or until their successors are elected and qualified are:

Kathy S. Smith
17110 Carrington Park Dr #826
Tampa, FL 33647

Laurence G. Smith
17110 Carrington Park Dr #826
Tampa, FL 33647

SEVENTH: The name and address of the incorporator is:

Mark Hankins
8875 Hidden River Pkwy Ste. 300
Tampa, FL 33637-2087

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

Florida Incorporators, Inc.
8875 Hidden River Pkwy Ste. 300
Tampa, FL 33637-2087

NINTH: The mailing address and principal office of the corporation is:

Never Pay Retail Inc.
17110 Carrington Park Dr #826
Tampa, FL 33647

DATED: July 15, 2005




MARK HANKINS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.

By:



MARK HANKINS, President

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05 JUL 18 AM 8:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA