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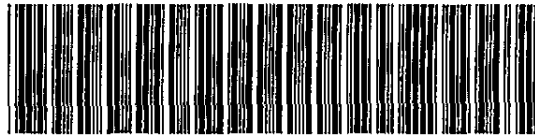
(Business Entity Name)

(Document Number)

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C.S. 8-3

TRANSMITTAL LETTER

**Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314**

Subject: Brandstore International, Incorporated

Enclosed are an original and one (1) copy of the articles of incorporation, the agent for service designation, and a check for \$70.00 for the filing fee

**From: Dan Kiely
 609 ½ Lake Avenue
 Lake Worth, Florida 33460**

**Please return to: Dan Kiely
 PO Box 6621
 West Palm Beach, FL 33405**

Phone: 561 502 0492

Thank you.

A handwritten signature in cursive script, appearing to read "Dan Kiely", is written in black ink.

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**ARTICLES OF INCORPORATION
OF
Brandstore International, Incorporated**

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation, for profit, under the laws of the State of Florida.

Article I

The name of the corporation is Brandstore International, Incorporated.

Article II

This corporation is to exist perpetually unless dissolved in accordance with the laws of the State of Florida.

Article III

This corporation may engage in any activities or businesses permitted under the laws of the United States of America and the laws of the State of Florida.

Article IV

The aggregate number of shares of stock that this corporation shall have authority to issue is Ten million (10,000,000) shares of no par value, which shall be designated "common stock," and one million (1,000,000) shares of preferred stock. The board of directors shall have the authority to determine the rights, preferences, and voting power of the preferred stock.

Article V

The initial street address of the principal office of this corporation in the State of Florida is 609 1/2 Lake Avenue, Lake Worth, Florida 33460, located in Palm Beach County. The Board of Directors may, from time to time, move the principal address to any other address in the State of Florida. This corporation shall have the privilege of establishing branch offices at such other places within and without the State of Florida or the United States of America as may be designated from time to time by the Board of Directors of the corporation.

Article VI

The name and address of the initial director of the corporation is: Dan Kiely, 609 1/2 Lake Avenue, Lake Worth, Florida 33460. The number of directors may be increased or diminished from time to time in accordance with the bylaws adopted by the shareholders.

Article VII

The name and address of the incorporator of the corporation is: Dan Kiely, 609 1/2 Lake Avenue, Lake Worth, Florida 33460.

Article VIII

Pursuant to Florida Statutes, Dan Kiely, 609 1/2 Lake Avenue, Lake Worth, Florida 33460, is hereby named as agent of the corporation to accept service of process within the State of Florida, and said Dan Kiely does hereby accept to act in this capacity and agrees to comply with the provisions of said act relative to keeping open said office location at the above address.

7/7/05
Date


Dan Kiely, Incorporator


Dan Kiely, Registered Agent

**CERTIFICATE OF DESIGNATION OF
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: Brandstore International, Incorporated**
- 2. The name and address of the registered agent and office is:**

**Dan Kiely
609 ½ Lake Avenue
Lake Worth, Florida 33460**

*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.*

Date

7/7/05



DIVISION OF CORPORATIONS, PO BOX 6327, TALLAHASSEE, FL 32314

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TALLAHASSEE, FLORIDA

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