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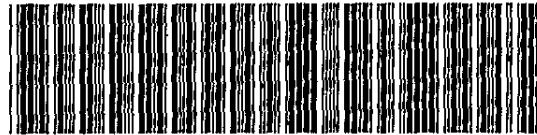
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

WADE R. BYRD, P.A.
MICHEL BYRD ELLIS *
* MEMBER OF NEW YORK AND FLORIDA BAR

LAW OFFICES
WADE R. BYRD, P.A.
350 ROYAL PALM WAY, SUITE 409
PALM BEACH, FLORIDA 33480
TELEPHONE (561) 832-8929 *
TELEFAX (561) 832-9066

HARRY W. STEWART, JR.
(1907-1988)

August 30, 2005

Department of State
Division of Corporations
Attention: Florida Filing
P. O. Box 6327
Tallahassee, FL 32314

Re: My Spare Pair, Inc.

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for My Spare Pair, Inc., which Articles include the designation and acceptance of the registered agent. Please file the original and return a certified copy of the Articles of Incorporation to Wade R. Byrd, Esquire, at the address set forth above. Enclosed please also find a check in the amount of \$78.75 made payable to the Department of State to cover the \$35.00 filing fee, \$35.00 registered agent fee, and \$8.75 certified copy fee.

If you have any questions or comments, please do not hesitate to call.

Sincerely,


WADE R. BYRD

WRB:fwf
enclosures

ARTICLES OF INCORPORATION

OF

MY SPARE PAIR, INC.

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DIVISION OF CORPORATION
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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is MY SPARE PAIR, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the State of Florida and the United States of America. Further, the corporation shall operate as a Subchapter "S" corporation under applicable tax laws.

ARTICLE IV

The corporation shall have authority to issue 1,000 shares of non-assessable common stock having a par value of \$1.00 per share.

ARTICLE V

The amount of capital with which the corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The initial street address of the initial principal office of the corporation is: 411 12th Avenue South, Jacksonville Beach, Florida 32250 and the initial mailing address is: 411 12th Avenue South, Jacksonville Beach, Florida 32250. The name of the initial registered agent is WADE R. BYRD and his address is 350 Royal Palm Way, Suite 409, Palm Beach, Florida 33480.

ARTICLE VII

The name and address of the incorporator is Wade R. Byrd and his address is 350 Royal Palm Way, Suite 409, Palm Beach, Florida 33480.

ARTICLE VIII

The business of this corporation shall be managed and its corporate powers exercised by a board of one or more directors, who shall be of full age and at least one director shall be a citizen of the United States. The director or directors need not be stockholders. The initial board of directors shall consist of the persons named in Article IX.

ARTICLE IX

The first board of directors shall be constituted of the following directors:

Kelli Marts

ARTICLE X

Neither the stockholders, directors, officers nor agents of said corporation shall be personally liable for debts or obligations of the corporation.

ARTICLE XI

Except as may be otherwise provided in the by-laws, any annual or other meeting of stockholders may be held either within or without the State of Florida, and any stockholder may waive notice of any meeting, either before or after the meeting.

ARTICLE XII

These Articles of Incorporation may be amended in any manner provided by law.

ARTICLE XIII

The undersigned, being all of the subscribers of the Articles of Incorporation of MY SPARE PAIR, INC., makes and files these Articles, hereby certifying that the facts herein stated are true, that he is sui juris and over the age of twenty-one (21) years and is a citizen of the United States and that accordingly he has hereunto set his hand and seal this 30th day of August, 2005.



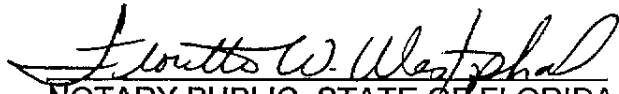
WADE R. BYRD

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments, personally appeared WADE R. BYRD, personally known to me and who executed the foregoing Articles of Incorporation

and he acknowledged before me that he executed and subscribed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 30th day of August, 2005.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



Floretta W. Westphal
Commission #DD198925
Expires: May 16, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - MY SPARE PAIR, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 411 12th Avenue South, Jacksonville Beach, Florida 32250, County of Duval, State of Florida, has named WADE R. BYRD, located at 350 Royal Palm Way, Suite 409, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: _____

WADE R. BYRD
as Resident Agent

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