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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. J. 10-26

State of Florida
Department of State
Corporation Division
The Capitol
Tallahassee, FL 32301

October 24, 2005

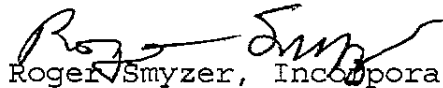
Re: HANDHOLDERS, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced company. Please file the original in your offices and certify and return to us a certified copy.

We are enclosing our check in the amount of \$78.75 covering the fees relating to this filing.

Very truly yours,


Roger Smyzer, Incorporator

ARTICLES OF INCORPORATION
OF
HANDHOLDERS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is HANDHOLDERS, Inc. The initial principal office of the corporation is: 250 Siesta Lane, Largo, FL 33770

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,000 shares of no (\$0.00) par value Common Stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights attendant to ownership of any shares in this corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 250 Siesta Lane, Largo, FL 33770, and the name of the registered agent of this corporation at that address is

Roger Smyzer

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one director nor more than fifteen directors. The name and address of the initial Director of the corporation is:

Roger Smyzer
250 Siesta Lane
Largo, FL 33770

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Roger Smyzer
250 Siesta Lane
Largo, FL 33770

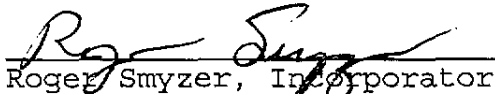
ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to add to, amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 24th day of October, 2005.


Roger Smyzer, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the Following is submitted:

FIRST: that HANDHOLDERS, INC., desiring to organize or qualify
under the laws of the State of Florida, with its
principal place of business at 250 Siesta Lane, Largo, FL
33770, has named Roger Smyzer, as its agent to accept
service of process within Florida.

Dated October, 2005.


Roger Smyzer, Director

SECOND: Having been named to accept service of process for the
above named corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and
I further agree to comply with the provisions of all
statutes relative to the proper performance of my duties.

Dated October 24, 2005.


Roger Smyzer, Registered Agent

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