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From:

Account Name : FAS-T CORP. AGENTS, INC.
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

SPAULDING BRANDS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
For
SPAULDING BRANDS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is Spaulding Brands, Inc. Principal place of business is 1040 SW 10th Avenue, Bay 4, Pompano Beach, Florida 33069

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage only in the licensed financial services activity or business permitted under the laws of the United States and the State of Florida. The purpose is retail sales.

ARTICLE IV: SUBCHAPTER S CORPORATION

The corporation elects to be organized as a Subchapter S Corporation in accordance with Internal Revenue Service designation.

ARTICLE V: CAPITAL STOCK

The total number of shares of capital stock authorized by the Corporation will be One hundred (100) shares having a par value of one dollar (\$1) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of the Corporation will be Scott Spaulding, 1040 SW 10th Avenue, Bay 4, Pompano Beach, Florida 33069 from time to time the Corporation may move the principal office to any other address.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation will have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the person who is to serve as a member of the initial Board of Directors is:

Scott Spaulding, President
1040 SW 10th Avenue, Bay 4,
Pompano Beach, Florida 33069

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Scott Spaulding, 1040 SW 10th Avenue, Bay 4, Pompano Beach, Florida 33069

ARTICLE IX: AMENDMENTS

The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation on this 15th day of February 2006.


INCORPORATOR

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:
Spaulding Brands, Inc. is desiring to organize under the laws of the State of
Florida, with its principal office as indicated in the Articles of Incorporation has
named Scott Spaulding as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent of process for the above corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and agree
to comply with the provisions of said Act.


REGISTERED AGENT