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(Business Entity Name)

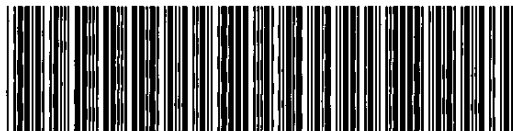
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CAPITAL CONNECTION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Spotted on 2nd Corp.

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Requested by: SP

Name _____

Date 1/8/07

Time 10:47

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier

**ARTICLES OF INCORPORATION
OF
Spotted on 2nd Corp.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation pursuant to the laws of the State of Florida, hereby signs and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be:

Spotted on 2nd Corp.

ARTICLE II - EXISTENCE

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by and with the Department of State and shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

200 N.E. 2nd Avenue, #102
Delray Beach, FL 33444

ARTICLE IV - PURPOSES

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE V - SHARES

The maximum number of shares which the Corporation shall have the authority to issue shall be 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

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

Stacey Wissow
200 N.E. 2nd Avenue, #102
Delray Beach, FL 33444

ARTICLE VII - BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The names and street addresses of the first members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

| <u>Name</u> | <u>Address</u> |
|---------------|---|
| Stacey Wissow | 200 N.E. 2 nd Avenue, #102 Delray Beach, FL 33444 |

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

| <u>Name</u> | <u>Address</u> |
|----------------------|--|
| David A. Beale, Esq. | 355 NE 5th Avenue, Suite #1 Delray Beach, FL 33483-5542 |

The undersigned incorporator states that the foregoing is true and has executed these Articles of Incorporation this 5th day of January, 2007.

DAVID A. BEALE, Incorporator

By

David A. Beale

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Spotted on 2nd Corp.

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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:

Spotted on 2nd Corp.

2. The name and address of the registered agent and office is:

Name

Address

Stacey Wissow

200 N.E. 2nd Avenue, #102
Delray Beach, FL 33444

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.


STACEY WISSOW

January 5, 2007