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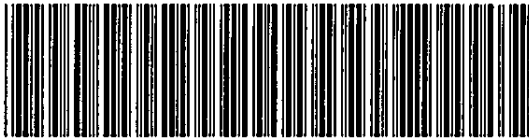
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2007 MAY - 8 P 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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D. WHITE MAY - 9 2007

Kimball K. Ross, Esq.
Attorney At Law
1 Oceans West Blvd. #8B3
Daytona Beach Shores, Fl. 32118
Tel. 386-761-9598 Fax 386-304-7293

May 5, 2007


Department of State
Divisions of Corporations
PO Box 6327
Tallahassee, Fl. 32314

Re: Kind Words and Cool Water, Inc.

Enclosed are one original and one (1) copy of the Articles of Incorporation of Kind Words and Cool Water, Inc. and a check in the amount of \$ 78.75 to cover the required filing fees and cost of a certified copy, which copy should be returned to the undersigned.

Please advise if any additional steps are required.

Thank you for your assistance in this matter.


Kimball K. Ross

**ARTICLES OF INCORPORATION
OF
KIND WORDS and COOL WATER, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of the corporation shall be: Kind Words and Cool Water, Inc.

ARTICLE II – PRINCIPAL OFFICE

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

212-4 Cessna Blvd.
Port Orange, Florida

ARTICLE III – SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common capital stock having a par value of one (\$1.00) dollar per share.

**ARTICLE IV - INITIAL REGISTERED AGENT
AND STREET ADDRESS**

The name and address of the initial registered agent is:

Deborah Stalter
212-4 Cessna Blvd.
Port Orange, Florida, 32128

ARTICLE V – INCORPORATOR

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

Kimball K. Ross
1 Oceans Way West, #8B3
Daytona Beach Shores, Florida 32118

ARTICLE VI – PURPOSE

The general nature of the business and the object to be transacted, promoted or carried on by Kind Words and Cool Water, Inc. are as follows:

- (a) To engage in the business of auctioning and selling real and personal property on behalf of other parties;
- (b) To purchase, hold, sell and transfer shares of its own capital stock to the extent permitted by the laws of the State of Florida;
- (c) To do all and everything necessary and proper for the accomplishment of the objects enumerated herein, or necessary or incidental to the benefit and protection of this corporation, whether or not such business is similar in nature to the objects enumerated herein;
- (d) To engage in any activity or business permitted under the laws of the United States and of the State of Florida;
- (e) In addition to all other powers, and without limiting generalities of the foregoing, the corporation shall have all powers of a general corporation for profit under Chapter 607, Florida Statutes, or any amendment thereto;
- (f) The foregoing clauses shall be construed both as to objects and powers and as cumulative; and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the lawful powers of this corporation.

ARTICLE VII – EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VIII – EXERCISE OF CORPORATE POWER

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders of the corporation as provided in the corporate By-Laws.

ARTICLE IX – BY LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholders.

ARTICLE X – INDEMNIFICATION

This corporation shall indemnify any officer or shareholder, or any former officer or shareholder, to the fullest extent permitted by law.

ARTICLE XI – PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights to acquire any unissued or treasury shares of this corporation or securities of this corporation convertible into or carrying a right to subscribe to or acquire shares of stock of this corporation.

The undersigned incorporator has executed these Articles of Incorporation this 5th day of May, 2007.

Kimball K Ross

Kimball K. Ross

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Kind Words and Cool Water, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. Section 607.0501

Deborah Stalter

Deborah Stalter
Registered Agent

Date: May 5, 2007

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TALLAHASSEE, FLORIDA