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FLORIDA PROFIT/NON PROFIT CORPORATION

SMARTY PANTS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF

SMARTY PANTS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

SMARTY PANTS, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is: 10,000 shares of common stock with a par value of \$1.00 per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

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ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

1501 Flatwood Court
Pasco County
Trinity, Florida 34655

and the name of the initial registered and resident agent of this Corporation at that address is Sandra Smith Howard.

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation shall be:

530 Roanoke Street
Pinellas County
Dunedin, Florida 34698

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - BOARD OF DIRECTORS

The name and street address of the first Board of Directors who shall hold office until her successors are elected and have qualified are as follows:

Sandra Smith Howard
1501 Flatwood Court
Pasco County
Trinity, Florida 34655

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ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles are;

Sandra Smith Howard
1501 Flatwood Court
Pasco County
Trinity, Florida 34655

ARTICLE VIII - EFFECTIVE DATE

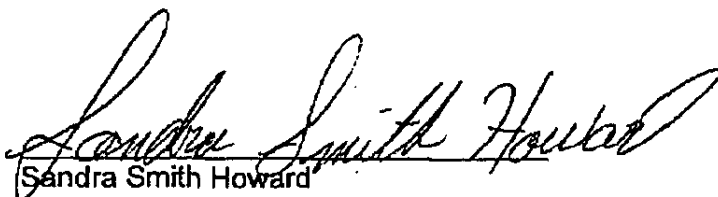
These Articles of Incorporation shall be effective on the date of filing with the Secretary of State's Office.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation on this 31~~st~~ day of

Jan, 2011.


Sandra Smith Howard

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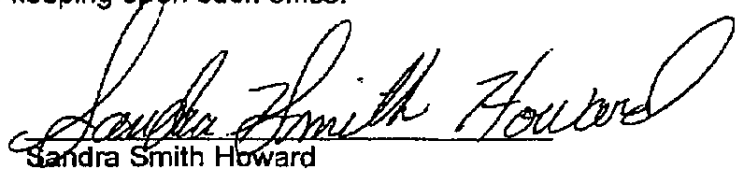
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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.


Sandra Smith Howard

Date: Jan 31st, 2011

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