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CHARNOCK & HAGER  
ATTORNEYS AT LAW

WILLIAM T. CHARNOCK, III  
MARK E. HAGER

300 SPRING HILL DRIVE  
SPRING HILL, FLORIDA 32089

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January 25, 1995

SECRETARY OF STATE  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32314

600001398096  
-02/02/95--01015--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

( RE: COOL CHANGE, INC.

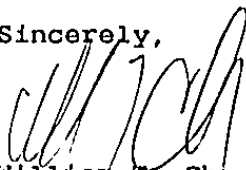
To Whom It May Concern:

With this letter, please find enclosed Articles of Incorporation for the above mentioned corporation, along with this firm's check in the amount of \$70.00 to cover filing fees.

Please return a copy of the filed Articles to my office.

If you have any questions, please do not hesitate to contact me, thank you.

Sincerely,



William T. Charnock, III

WTC/sb  
enclosures:

FEB 3 1995 BSB

FILED  
FEB -1 AM 9:01  
SECRETARY OF STATE

*Charnock & Hager*  
*Attorneys at Law*  
*are pleased to announce*  
*that effective February 1, 1995*  
*our offices are relocating*  
*to*

*Linden Commons Plaza*  
*13135-D Spring Hill Drive*  
*Spring Hill, Florida 34609*  
*our phone and fax numbers will remain the same*  
*(904) 683-0612*  
*fax (904) 686-7455*

William T. Charnock , III

Mark Edward Hager

ARTICLES OF INCORPORATION  
OF  
COOL CHANGE, INC.

FILED  
25 FEB -1 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is COOL CHANGE, INC.

ARTICLE II - DURATION

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Common Stock at \$1.00 par value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she already holds, shall have the right to purchase her prorata

share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 13135-D Spring Hill Drive, Spring Hill, Florida 34609, and the name of the initial registered agent of this corporation at that address is WILLIAM T. CHARNOCK, III.

ARTICLE VII - INITIAL ADDRESS OF THE CORPORATION

The street address of the initial office of this corporation is 7364 Philatelic Drive, Spring Hill, Florida 34606.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

TOMMY EVANS  
7364 Philatelic Drive  
Spring Hill, FL 34606

PETER P. SBASHNIG, JR.  
7364 Philatelic Drive  
Spring Hill, FL 34606

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these articles are:

TOMMY EVANS  
7364 Philatelic Drive  
Spring Hill, FL 34606

PETER P. SBASHNIG, JR.  
7364 Philatelic Drive  
Spring Hill, FL 34606

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - INDEMNIFICATION

In addition to any rights and duties under applicable law, the corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations including attorney's fees, incurred in connection with

any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

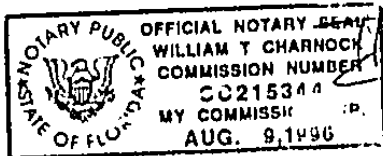
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 24<sup>th</sup> day of January, 1995.

Tommy Evans  
TOMMY EVANS, Subscriber

Peter P. Sbashnig, Jr.  
PETER P. SBASHNIG, JR., Subscriber

STATE OF FLORIDA  
COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 24 day of Jan, 1995, by TOMMY EVANS AND PETER P. SBASHNIG, JP., who has produced [Signature] as identification.



[Signature]  
NOTARY PUBLIC

Printed Name of Notary  
My commission expires:

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.

[Signature]  
WILLIAM T. CHARNOCK, III  
Registered Agent