

P96000007485

STEVENS LEGAL SERVICES
362 W. STORY RD.
OCFEE, FL 34761
407-877-2545

FILED
96 JAN 24 PM 2:19
TALLAHASSEE, FLORIDA

December 18, 1995

Secretary of State
Corporate Division
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32301

00000016300020
-01/05/96-01050-016
***122.50 ***122.50

Re: WRAP, INC.

Gentlemen:

Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is A Money Order for the sum of \$122.50, covering the fees and charges for the items listed below, as indicated:

1. Articles Of Incorporation filing fee, \$35.00
2. Certified copy of Articles Of Incorporation, \$52.50
3. Registered Agent Designation Filing Fee, \$35.00

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,

Irvin J. Stevens
IRVIN J. STEVENS

IJS/ijs

Enclosures

789,503,706,671
W/96-865

COAIFL

BROWN JAN 24 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 10, 1996

IRIN J. STEVENS
362 W. STORY ROAD
OCOOEE, FL 34761

SUBJECT: WRAP, INC.
Ref. Number: W96000000865

We have received your document for WRAP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 296A00001411

**ARTICLES OF INCORPORATION
OF
ANGLER'S ACCENTS, INC**

FILED
25 JAN 24 PM 2:19
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be ANGLER'S ACCENTS, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the DEPARTMENT OF STATE, CORPORATE DIVISION, FLORIDA. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of WHOLESALE AND RETAIL SALES engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this

Articles Of Incorporation Of ANGLER'S ACCENTS, INC

corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be THREE (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

PRESIDENT: CHARLES C. DUNAWAY
26437 SLEEPY HOLLOW DR.
SORRENTO, FL 32776

VICE-PRESIDENT: GEROGE ALEXANDER
5330 HILLSIDE DR
ORLANDO, FL 32810

SECRETARY: ROBERT W. WHITFIELD
209 E. OSCEOLA ST.
MINNEOLA. FL 34755 .

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

209 E. OSCEOLA ST
MINNEOLA, FL 34755

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

ROBERT W. WHITFIELD
209 E. OSCEOLA ST
MINNEOLA, FL 34755


ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

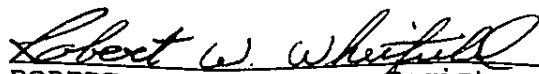
ROBERT W. WHITFIELD
209 E. OSCEOLA ST.
MINNEOLA, FL 34755

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


ROBERT W. WHITFIELD. - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of ANGLER'S ACCENTS, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ANGLER'S ACCENTS, INC.

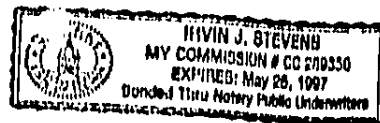

ROBERT W. WHITFIELD. - Registered Agent

State of FLORIDA
County Of ORANGE

Articles of Incorporation Of ANGLER'S ACCENTS, INC

On JANUARY 18, 1996, ROBERT W. WHITFIELD, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of ANGLER'S ACCENTS, INC.

Irvin J. Stevens
Notary Public



IRVIN J. STEVENS
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

FILED
96 JAN 24 PM 2:19
CLERK OF STATE
TALLAHASSEE, FLORIDA