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TRANSMITTAL LETTER

96 MAR 28 PM 3:04

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400001761774
-03/28/96--01109--011
*****70.00 *****70.00

SUBJECT: College Spirit, Inc.

I enclose an original and 0 copy(ies) of the Articles of
Incorporation for the above corporation and a check in the amount
of \$70.

SIGNED:

D. Todd Bever

From:

D. Todd Bever

422 Fleming St.

Key West, FL 33040

(305) 296-4087

[Handwritten signature]

ARTICLES OF INCORPORATION

OF

College Spirit, Inc.

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I NAME

The name of the corporation shall be: College Spirit, Inc.

ARTICLE II PRINCIPAL OFFICE

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

College Spirit, Inc.

422 Fleming St.

Key West, FL 33040

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jerry D. Bever

422 Fleming St.

Key West, FL 33040

ARTICLE V INCORPORATOR

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

D. Todd Bever

422 Fleming St.

Key West, FL 33040

The undersigned has executed these Articles of Incorporation this 4th day of March 1996.

D. Todd Bever

D. Todd Bever, Incorporator

CERTIFICATE OF DESIGNATION

67 11 13 10

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REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 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:

College Spirit, Inc.

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

Jerry D. Bever

422 Fleming St.

Key West, FL 33040

Signature: D. Todd Bever

Title: incorporator

Date: 3-4-96

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.

Signature: JDB

Date: 3-4-96