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JAMES A. BARKS
ATTORNEY AT LAW
SUITE II
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TELEPHONE (407) 321-1224

June 28, 1996

FILED

96 JUL 2 11 40 AM '96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

100001880841
-07/02/96--01004--007
****122.50 ****122.50

Re: STOOGES, INC.

Gentlemen:

Enclosed please find my Trust Account check payable to your order in the amount of \$122.50, Articles of Incorporation and copy of Articles.

Amounts on the enclosed check are broken down as follows:

\$35.00 - Filing Fee

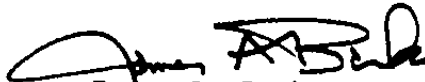
\$35.00 - Designating Registered Agent

\$52.50 - Certified copy of Articles of Incorporation

Please file the enclosed Articles and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,


James A. Barks

JAB/lw

Enclosure

P/H
7/3/96

FILED

96 JUL -1 AM 9:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

STOOGES, INC.

The undersigned incorporators to these Articles of Incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: STOOGES, INC.

ARTICLE II. COMMENCEMENT AND DURATION

Corporate existence of this corporation shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida, and this corporation is to exist perpetually.

ARTICLE III. GENERAL PURPOSE

The general purpose of the business to be transacted by this corporation is to engage in any and all lawful business permitted under the Laws of the United States and the Laws of the State of Florida, except to do business as a bank, railroad, canal or telephone or telegraph company.

ARTICLE IV. NUMBER OF SHARES

The maximum number of stock that this corporation is authorized to issue is: 1,000 shares of common stock with \$1.00 par value per share, said shares shall be of the same class without preference.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this corporation is 2491 Park Avenue, Sanford, Florida 32771 and the name of the initial registered agent of this corporation is GEORGE W. CURRIE.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

GEORGE W. CURRIE
2491 Park Avenue
Sanford, FL 32771

WANDA S. CURRIE
2491 Park Avenue
Sanford, FL 32771

ARTICLE VII. INCORPORATORS

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

GEORGE W. CURRIE
2491 Park Avenue
Sanford, FL 32771

WANDA S. CURRIE
2491 Park Avenue
Sanford, FL 32771

ARTICLE VIII. 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 these reservations.

IN WITNESS WHEREOF, the undersigned subscriber
executed these Articles of Incorporation this 27th day of
June, 1996.

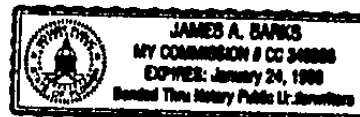
George W. Currie
George W. Currie
Incorporator

Wanda S. Currie
Wanda S. Currie
Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me
this ____ day of June, 1996, by GEORGE W. CURRIE and WANDA
S. CURRIE, husband and wife, who are personally known to
me.

James A. Barks




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96 JUL -1 AM 9:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

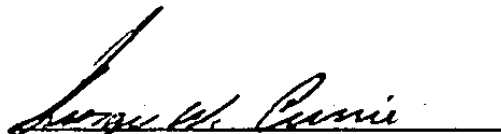
CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS OF THE OFFICE FOR SERVICE OF PROCESS
WITHIN THIS STATE

Pursuant to Florida Statutes, this is to certify that
STOOGES, INC., a corporation duly organized and existing
under the Laws of the State of Florida, has named GEORGE W.
CURRIE, 2491 Park Avenue, Sanford, Florida 32771, as its
agent to accept service of process within this State and
the said address as the office for such service of process.


President

ACKNOWLEDGMENT

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


Registered Agent