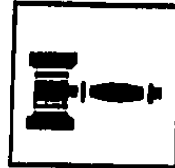


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DOCUMENT TYPING SERVICE

2715 N. Cocoa Boulevard (U.S. 1)
Cocoa, Florida 32922
(407) 633-9353



August 27, _____, 1996

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

Re: CORNER POCKET INC.

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$127.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	57.50
Reg. Agent Fee	35.00
	<u>\$127.50</u>

Please file the original of the enclosed Articles of Incorporation and return a Certified Copy to the undersigned.

Yours very truly,

Connie L. Embury
Connie L. Embury

FILED
96 AUG 30 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 5 1996

FILED

6 AUG 30 12:11:57

CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CORNER POCKET INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME: The name of the corporation shall be CORNER POCKET INC.

ARTICLE TWO: DURATION: The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE: The purpose of the corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. CORNER POCKET INC., also may own, buy, and sell parts or all of other businesses, real estate, and investments; conduct research; develop equipment; design, construct, own, sell, and lease equipment; and hold patents. CORNER POCKET INC., may do writing of all types, including printing, publishing, distributing, buying, and selling; enter into textiles and their manufacture, distribution, sales, etc.; and take advantage of any and all opportunities, ventures, and spin-offs that are legally available.

ARTICLE FOUR: CAPITAL STOCK: The aggregate number of shares which the corporation has authority to issue is one hundred (100) shares, all of which shall be common shares with a par value of no par value.

ARTICLE FIVE: REGISTERED OFFICE: The street address of the initial Registered Office of the corporation is: 2368 North A1A, Indialantic, Florida 32903 and the name of the Registered Agent is BARON C. FOX.

ARTICLE SIX: DIRECTORS: The Board of Directors of the corporation shall consist of no less than ONE and no more than EIGHT members. The names and addresses of the initial Board of Directors are:

VINCENT J. MACK
1027 Tide Road S.E.
Palm Bay, Florida 32909

BARON C. FOX
1370 Mariposa Drive N.E.
Palm Bay, Florida 32905

MARK RANDLOV
1027 Tide Road S.E.
Palm Bay, Florida 32909

ARTICLE SEVEN: INCORPORATORS: The incorporators of the corporation and the subscribers to these Articles of Incorporation are:

VINCENT J. MACK
1027 Tide Road S.E.
Palm Bay, Florida 32909

BARON C. FOX
1370 Mariposa Drive N.E.
Palm Bay, Florida 32905

MARK RANDLOV
1027 Tide Road S.E.
Palm Bay, Florida 32909

ARTICLE EIGHT: BY-LAWS AND ARTICLES OF INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve and/or amend By-Laws of the corporation and shall have the exclusive authority to formulate, approve, and/or adopt these amendments to these Articles of Incorporation.

ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for said corporation is: 2368 North A1A, Indialantic, Florida 32903 and the mailing address is: The Same.

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

CORNER POCKET INC., a Florida corporation, pursuant to Florida Statute 48.091, and its Articles of Incorporation, hereby designate **BARON C. FOX**, whose address 2368 North A1A, Indialantic, Florida 32903 as its Registered Agent and Registered Office for the service of process as required by law.

I, **BARON C. FOX**, of 2368 North A1A, Indianalantic, Florida 32903, having been named in the foregoing Designation of Registered Agent by **CORNER POCKET INC.**, a Florida corporation and being fully advised and apprised of the duties of a Resident Registered Agent for the service of process as prescribed by Florida Statute 48.091, do hereby accept said designation, and agree to accept service of process as Resident Registered Agent, to keep the office open during prescribed hours, to post my name in a conspicuous place in the office as required by law, and to otherwise comply with the obligations of a Resident Registered Agent to maintain a Registered Office as heretofore indicated.

Baron C. Fox
BARON C. FOX (Registered Agent)

DATED this 27 day of AUGUST, 1996.

IN WITNESS WHEREOF, I have subscribed my name this 27 day of AUGUST, 1996.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 30 AM 11:57

FILED

Vincent J. Mack
VINCENT J. MACK Incorporator

Baron C. Fox
BARON C. FOX Incorporator

Mark Randlov
MARK RANDLOV Incorporator