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DALE L. BERNSTEIN
EDWARD BONCEK*
OF COUNSEL
*ALSO ADMITTED IN NEW YORK

PLEASE REPLY TO MAIN OFFICE:
7637 STATE ROAD 52
DAYONET POINT, FLORIDA 34607

TELEPHONE: (813) 862-4411
FACSIMILE: (813) 862-5182

BRANCH OFFICES:
28070 US HIGHWAY 19 N.
CLEARWATER, FL 34621
(813) 448-8833

6308 SPRING HILL DRIVE
SPRING HILL, FL 34606
(352) 688-5297

September 25, 1996

VIA AIRBORNE EXPRESS

THE FUND
Attorney's Title and
Insurance Fund, Inc.
Leon Branch
660 East Jefferson, Suite 200
Tallahassee, Florida 32301

ATTN: Ms. Jenna Ecklund

RE: Filing Articles of Incorporation for:
WHOLLY SMOKES & UNIQUE GIFTS, INC.

Dear Ms. Ecklund:

Enclosed herewith please find original Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office and one (1) copy of each with regard to the above captioned matter together with a check in the amount of \$10.00 for your services and check in the amount of \$122.50 so that you may file the same with the Secretary of State. Upon filing of the same, please return the file stamped copies to me in the enclosed self-addressed, stamped envelope at your earliest convenience.

I look forward to receiving the file stamped copies from you. Should you have any questions, please do not hesitate to contact me.

Very Truly Yours,

DALE L. BERNSTEIN, ESQ.

DLB/tva
encl:
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RECEIVED
95 OCT 21 PM 2:22
OFFICE OF CORPORATION
FILED
96 OCT 21 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NE OCT 21 1996

ARTICLE I NAME

The name of this Corporation shall be:
WHOLLY SMOKES & UNIQUE GIFTS, INC.

ARTICLE II PRINCIPAL OFFICE

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

WHOLLY SMOKES & UNIQUE GIFTS, INC.
11840 U.S. Highway 19
Port Richey, Florida 34668

ARTICLE III CAPITAL STOCK

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

One Hundred (100) Shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the Initial registered agent is:

Arlene A. Bock
11840 U.S. Highway 19
Port Richey, Florida 34668

ARTICLE V INCORPORATOR

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

Arlene A. Bock
11840 U.S. Highway 19
Port Richey, Florida 34668

The undersigned has executed these Articles of Incorporation this
18th day of OCTOBER, 1996.


Arlene A. Bock/President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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:

WHOLLY SMOKES & UNIQUE GIFTS, INC.

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

Arlene A. Bock
11840 U.S. Highway 19
Port Richey, Florida 34668

Arlene A. Bock
Arlene A. Bock

10 / 18 / 96
(date)

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.

Arlene A. Bock
Arlene A. Bock

10 / 18 / 96
(date)

FILED
96 OCT 21 PM 3:49
TALLAHASSEE, FLORIDA