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(813) 867-3116 ~ Fax (813) 867-7016

October 21, 1996

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\*\*\*\*\*78.50 \*\*\*\*\*78.50

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

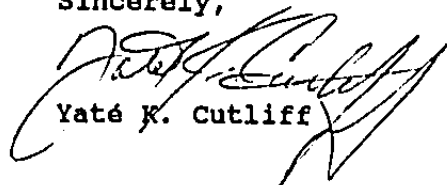
Re: Incorporation of FOUR WINGS INCORPORATED

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. Also enclosed is a check in the amount of \$78.50, for the filing and registered agent designation fees.

Please process this at your earliest opportunity and return the date stamped copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me at (813) 867-3116 during business hours.

Sincerely,

  
Yaté K. Cutliff

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TALLAHASSEE, FLA

ARTICLES OF INCORPORATION

FOR

FOUR WINGS INCORPORATED

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I. CORPORATE NAME.

The name of the corporation shall be:

FOUR WINGS INCORPORATED

ARTICLE II. PRINCIPAL OFFICE.

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

3974 Porpoise Drive S.E., St. Petersburg, Florida 33705 .

ARTICLE III. PURPOSE.

The general purposes for which the Corporation is organized are the following:

1. To engage in the remarketing of consumer products and items related thereto;

2. To engage in direct sales of consumer products and transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way; and

3. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### ARTICLE IV. AUTHORIZED SHARES.

The aggregate number of shares which the Corporation is authorized to issue is Five Hundred (500) shares of Common Share having a par value of \$.10. The Common Shares shall be of a single class. Such shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

#### ARTICLE V. REGISTERED AGENT AND OFFICE.

The initial street address of the Corporations's registered office is 3974 Porpoise Drive, S.E., St. Petersburg, Florida 33705.

The initial registered agent for the Corporation at that address is Elizabeth Broderick.

#### ARTICLE VI. THE INITIAL BOARD OF DIRECTORS.

The initial board of directors shall consist of 2 members. The names and address of the persons who will serve on the initial board of directors are:

| Name                | Address                                         |
|---------------------|-------------------------------------------------|
| ELIZABETH BRODERICK | 3974 PORPOISE DR. S.E., ST. PETERSBURG FL 33705 |
| BILLY D. LEFFLER    | 3904 POMPAÑO DR. S.E., ST. PETERSBURG FL 33705  |

ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these articles of incorporation is:

Name

Address

ELIZABETH BRODERICK 3974 PORPOISE DR. S.E., ST. PETERSBURG FL 33705

ARTICLE VIII. INDEMNIFICATION.

The Corporation shall indemnify its directors, officers employees, and agents to the fullest extent permitted by law, including but not limited to Florida Statutes Section 607.850.

ARTICLE IX. PREEMPTIVE RIGHTS.

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE X. BYLAWS.

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of incorporation this 17<sup>th</sup> day of October, 1996

Signature(s) of the incorporator(s)

Elizabeth Broderick  
Signature/President

ELIZABETH BRODERICK  
name of incorporator signing

Billy D. Leffler  
Signature

BILLY D. LEFFLER  
name of incorporator signing

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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:

FOUR WINGS INCORPORATED

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

ELIZABETH BRODERICK  
3974 PORPOISE DRIVE S.E.  
ST. PETERSBURG, FL 33705

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

Elizabeth Broderick

Date

10/17/96