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John G. Fatolitis

ATTORNEY AND COUNSELOR AT LAW

1 North Pinellas Avenue
Tarpon Springs, Florida 33589 34689

(813) 937-4598

November 13, 1996

Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

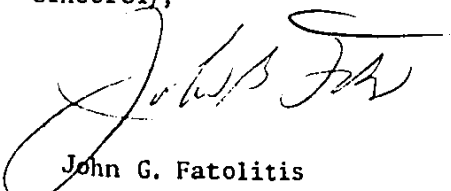
Re: Uncle Mike's Treasures, Inc.

Gentlemen:

Enclosed please find original and copy of Articles of Incorporation with a check
for \$70.00 representing fees.

Please forward copy of articles of incorporation as filed to this office.

Sincerely,


John G. Fatolitis

Enc.

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*****70.00 *****70.00

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W96-24737

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 21, 1996

JOHN G. FATOLITIS, ESQ.
1 NORTH PINELLAS AVENUE
TARPON SPRINGS, FL 34689

SUBJECT: UNCLE MIKE'S TREASURES, INC.
Ref. Number: W96000024737

We have received your document for UNCLE MIKE'S TREASURES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 696A00053065

ARTICLES OF INCORPORATION OF UNCLE MIKE'S TREASURES, INC.

The undersigned for the purpose of forming a corporation under the Florida General Incorporation Act does hereby adopt the following articles of incorporation.

Article I: The name of the corporation is UNCLE MIKE'S TREASURES, INC.

Article Two: The duration of the corporation is perpetual.

Article III: The general purposes for which the corporation is organized are:

- A. To carry on the business of retail groceries and other merchandise.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on in connection with or auxiliary to the foregoing business.
- C. To do other things as are incidental to the foregoing or necessary or desirable or auxiliary to the foregoing business.

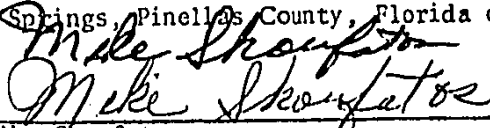
Article IV: The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND SHARES. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share. Said single class shall be COMMON STOCK.

Article V: The street address of the initial registered office of the corporation is 425 So. Pinellas Avenue, Tarpon Springs, Pinellas County, Florida 34689 and the name of its initial resident agent at such address is Mike Skoufatos.

ARTICLE V: The number of directors constituting the initial Board of Directors of the corporation is ONE. The name and address of each person who is to serve as a member of the initial board of directors is: MIKE SKOUFATOS, 1791 Hunter Lane, Tarpon Springs, Florida 34689. Said address is in Pinellas County, Florida.

ARTICLE VI: The name and address of each incorporator is MIKE SKOUFATOS, whose address is 1701 Hunter Lane, Tarpon Springs, Pinellas County, Florida 34689.

Executed by the undersigned at Tarpon Springs, Pinellas County, Florida on the 13th day of November, 1996.

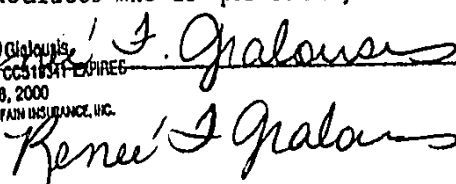

Mike Skoufatos

Sworn to and subscribed before me by Mike Skoufatos who is personally known to me this 13th day of November, 1996.

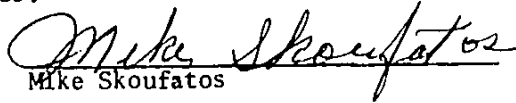


Renee J. Galanos
MY COMMISSION EXPIRES
April 28, 2000
BONDED THROUGH FAIR INSURANCE, INC.

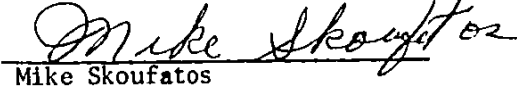
11-25-96



That, UNCLE MIKE'S TREASURES, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 1701 Hunter Lane, Tarpon Springs, Pinellas County, Florida 34689, has named Mike Skoufatos as its agent for service of process to accept service of process within the State of Florida. Mike Skoufatos resides at 1701 Hunter Lane, Tarpon Springs, Pinellas County, Florida 34689.


Mike Skoufatos

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept and agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such agent for service of process.


Mike Skoufatos