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1342 E Vine St #415
Kissimmee FL 34744

97 MAR 12 AM 11:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. 1-800-WESPA 4 U, Inc. 600002110996--6
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

PK 3/18/97

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ARTICLES OF INCORPORATION

97 MAR 12 AM 11:01

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-800-WE SPY 4 U, INC.

A Florida Corporation

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation for profit under the Laws of the State of Florida.

ARTICLE I

The name of the Corporation is : 1-800-WE SPY 4 U, INC.

ARTICLE II

This Corporation is to exist perpetually unless dissolved in accordance with the Laws of the State of Florida.

ARTICLE III

This Corporation may engage in any activities of business permitted under the Laws of the United States and of this state.

ARTICLE IV

The maximum number of share of stock that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock at One Dollar (\$1.00) par value. All or any part of said stock of this Corporation may be paid for wholly or in part for cash or other property, excluding stock or other securities, at a just valuation to be fixed by the Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be paid fully and nonassessable.

ARTICLE V

The initial street address of the principal office of this Corporation in the State of Florida is: 1342 E. VINE ST., STE 415, KISSIMMEE, FL 34744. The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch offices at such other places within the State of Florida or without the State of Florida and within and without the United State of America as may be designated from time to time by the Directors of the Corporation.

ARTICLE VI

This Corporation shall not have less than one (1) Director initially; the number of Directors may be increased from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII

The name(s) and street address(es) of the member(s) of the first Board of Directors are:

JAMES M. PARTAIN

1342 E. VINE ST., STE 415

KISSIMMEE, FL 34744

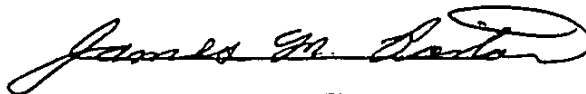
ARTICLE VIII

Pursuant to Chapter 48.091, Florida Statutes, JAMES M. PARTAIN, 1342 E. VINE ST., STE 415, KISSIMMEE, FL 34744, is hereby named as agent of this Corporation to accept service of process within the State of Florida. That the said, JAMES M. PARTAIN, by execution of these articles does accept to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office located at the above address.

ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on the 10th day of March, 1998.^{WKA}



JAMES M. PARTAIN

1342 E. VINE ST., STE 415

KISSIMMEE, FL 34744

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State of FLORIDA, County of Orange

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County aforesaid, personally appeared, JAMES M. PARTAIN of 1342 E. VINE ST., STE 415, KISSIMMEE, FL 34744, as Subscriber of 1-800-WE SPY 4 U, INC., known to me and known by me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal this 10th day of March, 1997.

Michelle L. Adkins

Notary Public

Notary Seal:

SWORN AND SUBSCRIBED TO ME THIS
10 DAY OF March, 1997.
PERSONALLY KNOWN ☒ OR
PRODUCED IDENTIFICATION _____
TYPE OF IDENTIFICATION PRODUCED _____
I.D.# _____



ACCEPTANCE BY REGISTERED AGENT

I, JAMES M. PARTAIN of 1342 E. VINE ST., STE 415, KISSIMMEE, FL 34744, agree to accept the designation of Registered Agent for 1-800-WE SPY 4 U, INC., and as such Registered Agent to comply with all requirements, including acceptance of service of process, pursuant to Chapter 607, Florida Statutes, which apply to my capacity as a Registered Agent.

James M. Partain

Registered Agent

State of FLORIDA, County of Orange

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County aforesaid, personally appeared, JAMES M. PARTAIN, as Registered Agent of 1-800-WE SPY 4 U, INC., known to me and known by me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal this 10th day of March, 1997. ⁴²⁴

Michelle L. Adkins

Notary Public

Notary Seal:

SWORN AND SUBSCRIBED TO ME THIS
10th DAY OF March, 1997.
PERSONALLY KNOWN ✓ OR
PRODUCED IDENTIFICATION _____
TYPE OF IDENTIFICATION PRODUCED _____
I.D.# _____

