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SMITH, GRIMSLEY, BAUMAN, PINKERTON,
PETERMANN, SAXER & WELLS

ATTORNEYS AND COUNSELORS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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*BOARD CERTIFIED CRIMINAL TRIAL LAWYER
**ALSO ADMITTED IN ALABAMA AND WYOMING

April 17, 1997

Secretary of State
Corporations Division
P. O. Box 6327
Tallahassee, FL 32301

800002149468--9
-04/21/97--01129--018
*****70.00 *****70.00

Re: Incorporation of The Super Flea, Inc.

Gentlemen:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-referenced corporation to be filed with your office. Our check is also enclosed for the following:

Filing Fee	\$35.00
Registered Agent Designation	<u>35.00</u>
Total	\$70.00

If you have any questions, please feel free to contact me. I would appreciate your returning a conformed copy of the Articles at your earliest convenience.

Yours very truly,

Walter J. Smith
aw

WALTER J. SMITH

WJS/aw

Encls.

624-
W97-9306

97 APR 22 11:12:00

cf 4/25/97

SMITH, GRIMSLEY, BAUMAN, PINKERTON,
PETERMANN, SAXER & WELLS

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April 24, 1997

*BOARD CERTIFIED CRIMINAL TRIAL LAWYER
**ALSO ADMITTED IN ALABAMA AND WYOMING

Ms. Clareth Golden
Document Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Letter Number: 197A00020639
Subject: THE SUPER FLEA, INC.
Ref. Number: W97000009306

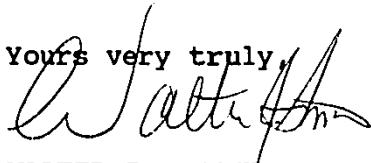
Dear Ms. Golden:

Pursuant to your letter of April 22, 1997, regarding the above, we are enclosing herewith the Articles of Incorporation for the subject corporation which we inadvertently omitted from our previous correspondence, along with a copy for filing.

Also enclosed is a copy of your April 22, 1997 letter in accordance with your instructions.

Thank you for your cooperation in this matter.

Yours very truly,



WALTER J. SMITH

WJS/aw

Encls.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
STATE
97 APR 27 10:00

April 22, 1997

SMITH, GRIMSLEY, BAUMAN, ET. AL.
ATTN: WALTER J. SMITH
POST OFFICE BOX 2379
FORT WALTON BEACH, FL 32549

SUBJECT: THE SUPER FLEA, INC.
Ref. Number: W97000009306

We have received your document for THE SUPER FLEA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 197A00020639

ARTICLES OF INCORPORATION
OF
THE SUPER FLEA, INC.

STATE
97 12 27 PM 12:00

Article I - Name

The name of this corporation is THE SUPER FLEA, INC.

Article II - Duration

This corporation shall exist perpetually, commencing on the date of filing.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 6,000 shares of \$1.00 par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she already holds, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Principal Office, Registered Agent, Acceptance

The street address of the initial principal office of this corporation is 5210 South Ferdon Blvd., Crestview, FL 32536, and the name of the initial registered agent of this corporation at

that address is TIMOTHY E. RAY, who states he is familiar with and accepts the duties and responsibilities as registered agent for said corporation and his signature appears hereafter.

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation is:

TIMOTHY E. RAY
5210 South Ferdon Boulevard
Crestview, FL 32536

Article VIII - Incorporators

The names and addresses of the persons signing these Articles are as follow:

TIMOTHY E. RAY
5210 South Ferdon Boulevard
Crestview, FL 32536

THOMAS B. RAY
5210 South Ferdon Boulevard
Crestview, FL 32536

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

Article X - Shares of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

TIMOTHY E. RAY	--	500 Shares
THOMAS B. RAY	--	500 Shares

Article XI - Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

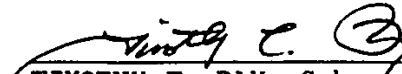
Article XIII - Restriction of Transferability of Stock

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

Article XIV - Tax Article

It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 16th day of APRIL, 1997.


TIMOTHY E. RAY, Subscriber


THOMAS B. RAY, Subscriber

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, a Notary Public authorized to take
acknowledgments in the State and County set forth above, this
16th day of April, 1997, personally appeared TIMOTHY
E. RAY and THOMAS B. RAY, who are personally known to me, and who
did (did not) take an oath.

Joyce Arnette
Notary Public
My Commission Expires:

Joyce Arnette
Notary Public, State of Florida
My comm. expires August 23, 1998
No. CC 397124

Prepared by:
WALTER J. SMITH
Smith, Grimsley, Bauman, Pinkerton
Peterman, Saxer and Wells
P.O. Box 2379
Fort Walton Beach, FL 32549

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED;

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

FIRST: That THE SUPER FLEA, INC., a corporation duly
organized and existing under the laws of the State of Florida with
its principal office as indicated in the Articles of Incorporation
at: 5210 South Ferdon Blvd., Crestview, FL 32536, has named TIMOTHY
E. RAY, 5210 South Ferdon Blvd., Crestview, FL 32536, as its agent
to accept service of process for the above-named corporation at the
place designated in this Certificate.

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


TIMOTHY E. RAY,
Registered Agent

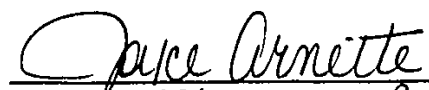
NOTARY PUBLIC
JULY 1997

STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to and subscribed before me by TIMOTHY E. RAY, who
is personally known to me, and who did (did not) take an oath, this
16 day of April, 1997.

Joyce Arnette
Notary Public, State of Florida
My comm. expires August 23, 1998
No. CC 397124

Commission No.
My Commission
Expires:


Notary Public
Typed Name..... Joyce Arnette