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TRANSMITTAL LETTER

May 23, 1997

DEPARTMENT OF STATE
DIVISIONS OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL 32314

700002191697--1
-05/27/97--01090--015
*****70.00 *****70.00

SUBJECT: HALF AND HALF COMPANY, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for the amount of \$ 70.00

From: John Incardona
EXPERT INCOME TAX & PARALEGAL SERVICES
890 North Federal Hwy
Pompano Beach, FL 33062
Daytime Telephone Number 942-781-0077

FILED
97 MAY 27 PM 2:59
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Please note:

I have included 2 copies of the
articles of incorporation

MAY 29. BSB

ARTICLES OF INCORPORATION

OF

HALF AND HALF COMPANY, INC.

FILED

97 MAY 27 PM 2:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I:
NAME**

The name of the corporation is: **HALF AND HALF COMPANY, INC.**

**ARTICLE II:
PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is 1421 S. Ocean Blvd Apt # 521, Pompano Beach, FL 33062.

**ARTICLE III:
CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one dollar (1.00) per share.

**ARTICLE IV:
INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Michael Freels, 1421 S. Ocean Blvd, Apt # 521, Pompano Beach, FL 33062.

**ARTICLE V:
PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE VI:
INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is Expert Income Taxes & Paralegal Services, 890 N Federal Hwy, Pompano Beach, FL. 33062.

**ARTICLE VII:
OFFICER**

The name and address of the President of the Corporation is Michael Freels, 1421 S. Ocean Blvd, Apt # 521, Pompano Beach, FL 33062.

**ARTICLE VIII:
DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Secretary of State.

The undersigned has executed these Articles of Incorporation this 23TH day of May, 1997.



EXERT INCOME TAX & PARALEGAL SERVICES

John Incardona - President
Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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.

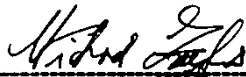
1. The name of the corporation is:

HALF AND HALF COMPANY, INC.

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

**MICHAEL FREELS
1421 SOUTH OCEAN BLVD APT # 521
POMPANO BEACH, FL 33062.**

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.



MICHAEL FREELS

Date: 5/23/97

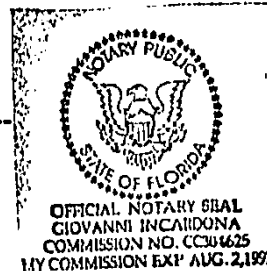
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgements, personally appeared MICHAEL FREELS, who is personally known to me and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 23TH day of May, 1997.



Notary Public, State of Florida



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FLORIDA