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FOR

ARTICLES OF INCORPORATION for WISE GUYS, INCORPORATED

JAMES R. WOLDSETH, C.P.A.  
9750 SEMINOLE BLVD.  
SEMINOLE, FLORIDA 33772

JAN. 14, 1998

HONORABLE SANDRA MORTHAM  
SECRETARY OF STATE  
STATE OF FLORIDA

300002403523--7

-01/16/98--01100--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DEAR MRS. MORTHAM:

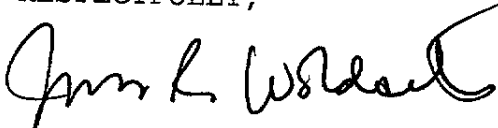
ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION FOR  
WISE GUYS, INCORPORATED IN ADDITION, YOU WILL FIND  
A CHECK FOR \$70.00 (SEVENTY DOLLARS) TO COVER FILING FEES.

THE RETURN ADDRESS FOR ACKNOWLEDGEMENT OF ACCEPTANCE OF  
THESE ARTICLES IS AT THE OFFICE OF THE INCORPORATOR:

JAMES R. WOLDSETH, C.P.A.  
9750 SEMINOLE BLVD.,  
SEMINOLE, FLORIDA 33772  
(813) 397-4135

IF THERE ARE ANY QUESTIONS, ADDITIONAL INFORMATION, OR  
REQUIREMENTS NEEDED FOR FILING, PLEASE CONTACT JAMES R.  
WOLDSETH.

RESPECTFULLY,



JAMES R. WOLDSETH

FILED  
98 JAN 16 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I corrected  
art. 6  
cldn't reach by ph.

1/20/98 - TMM

ARTICLES OF INCORPORATION  
OF  
WISE GUYS, INCORPORATED

I, the undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

ARTICLE I. NAME

The name of this corporation is Wise Guys, Incorporated. The principal location of the corporation is 31808 U.S. Hwy 19 N., Palm Harbor, FL 34684.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual, and its corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

The purposes for which this corporation is formed are to engage in any lawful act or activity of business for which corporations may be incorporated pursuant to law.

ARTICLE IV. SHARES

The aggregate number of shares which the corporation shall have authority to issue is 100 nonassessable, have a par value of \$1.00 (one-dollar) per share.

Without derogation to any other power to purchase shares of the corporation as permitted by law, the corporation, by action of the Board of Directors may purchase or redeem outstanding shares as permitted by its bylaws or agreement entered into by its shareholders.

ARTICLE V. REGISTERED OFFICE


The Registered Office of the corporation shall be: 31808 U.S. Hwy 19 N., Palm Harbor, FL 34684.

ARTICLE VI. APPOINTMENT OF REGISTERED AGENT  
J.

APPOINTMENT: Sean/Stoffel, 31808 U.S. Hwy 19 N.,  
Palm Harbor, Florida 34684, is hereby appointed as the Registered  
Agent at the Registered Office of the corporation.

ACCEPTANCE: I hereby accept my appointment as the Re-  
gistered Agent of Wise Guys, Incorporated on whom  
process and other notice may be served. I am familiar with  
and accept the obligations provided for in  
Florida Stat. Ann. Sec. 607.325.

Date: 1-14-98

  
Sean J. Stoffel  
31808 U.S. Hwy 19 N.  
Palm Harbor, FL 34684

ARTICLE VII. INITIAL BOARD OF DIRECTORS


The number of Directors composing the Initial Board of  
Directors is (1). The names and addresses of the members  
of the Initial Board of Directors are:

Sean J. Stoffel - President & Treas., & Secretary  
31808 U.S. Hwy 19 N.  
Palm Harbor, Florida 34684

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is James R.  
Woldseth, 9750 Seminole Blvd., Seminole, Florida 33772.

  
James R. Woldseth  
Incorporator

ACKNOWLEDGEMENT

COUNTY OF PINELLAS }  
STATE OF FLORIDA }

Before me, a Notary Public in and for the County and State aforesaid, personally appeared James R. Woldseth, Incorporator of Wise Guys, Incorporated who acknowledged that he signed the foregoing Articles of Incorporation his free act and deed on this 14th day of January, 1998.

  
NOTARY PUBLIC

My commission expires:



Frank J. Novak  
MY COMMISSION # C0627706 EXPIRES  
April 4, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.