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PER(S) (if known):

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

1. Scruff, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<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

~~685-2550~~
~~498-2974~~
Dmc
2-10-98

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1998

EDWARD P. JORDAN II, P.A.
13543 EAST HIGHWAY 50
CLERMONT, FL 34711

SUBJECT: SCRUFF, INC.
Ref. Number: W98000002974

We have received your document for SCRUFF, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

Please return the original and one copy of 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 (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 798A00007602

**ARTICLES OF INCORPORATION
OF
SCRUFF, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of **SCRUFF, INC.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation shall be **SCRUFF, INC.**

ARTICLE II

Shares

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

ARTICLE III

Principal Office

The address of the Principal Office of the corporation is 507 Seventh Street, Clermont, Florida, 34711. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the corporation.

ARTICLE IV

Mailing Address

The mailing address of the corporation is 937 Cumberland Circle, Clermont, Florida, 34711.

ARTICLE V

Initial Registered Office and Agent

The and address of the initial Registered Office of the corporation is 13543 East Highway 50, Clermont, Florida 34711, and the initial Registered Agent at such address is Edward P. Jordan II, Esq.

ARTICLE VI

Initial Board of Directors

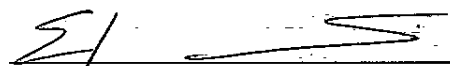
The number of Directors constituting the initial Board of Directors of the corporation is one. The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The person who is to serve as initial Director until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and shall qualify is Patricia C. Maki.

ARTICLE VII

Incorporator

The name and address of the sole incorporator of the corporation is: Edward P. Jordan II, Esq., whose address is 13543 East Highway 50, Clermont, Florida 34711.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 30th day of January, 1998.


Edward P. Jordan II, Esq.
Incorporator

STATE OF FLORIDA)
COUNTY OF LAKE)

Before me, the undersigned authority, personally appeared Edward P. Jordan II, Esq., personally known to me by the presentation of his Florida Driver's License, and who, after being duly sworn, acknowledged before me that he executed the foregoing freely and voluntarily for the purposes expressed herein and all statements are true and correct to the best of his knowledge and belief.

WITNESS my hand and official seal in the state and county above stated this 30th day of January, 1998.

Signature: Lori L. Campbell
Print Name: Lori L. Campbell
Title: Notary Public
My Commission Expires: _____
(SEAL)



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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 30th day of January, 1998.

REGISTERED AGENT:

Edward P. Jordan II
EDWARD P. JORDAN II