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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: BEST OF ALASKA, INC.

AUDIT NUMBER.....H98000006288

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.O.

CERT. OF STATUS...1

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ARTICLES OF INCORPORATION
OF
BEST OF ALASKA, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: BEST OF ALASKA, INC.

The principal place of business of this corporation shall be:

300 S. Pine Island Rd. #213
Plantation, Fl. 33324

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time
100 shares at \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

STEVEN F. LELAND
14551 Luray Rd.
Ft. Lauderdale, Fl. 33330

ARMANDO RANGEL
P.O. Box 9478
Ketchikan, Ak. 99901

Prepared By:
FAST CORP. AGENTS,
MICHAEL I. SANTUCCI,
5201 NW 74 Ave.
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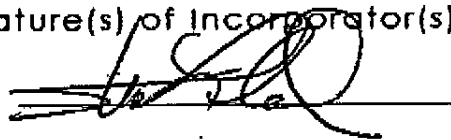
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of Incorporation is(are):

STEVE LELAND 300 S. Pine Island Rd. Plantation, Fl. 33330

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 19 day of April, 1998.

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

Best of Alaska, Inc.

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

STEVE LELAND
300 S. PINE Island Rd #213
(P.O. BOX NOT ACCEPTABLE)

Plantation, FL 33324
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

SIGNATURE [Signature]

TITLE President

DATE 4/1/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE [Signature]

DATE 4/1/98