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JAMES SCHWARTZ  
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June 12, 1998

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Filing New Corporation

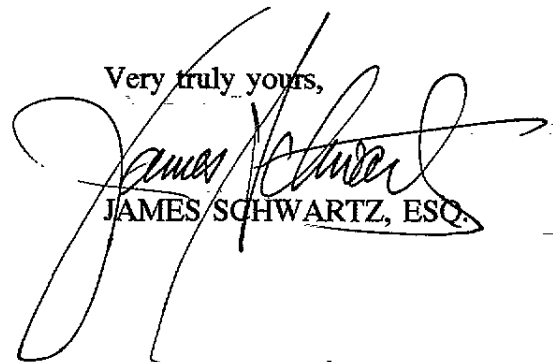
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-06/18/98--01065--006  
\*\*\*\*125.00 \*\*\*\*125.00

Dear Sirs:

Enclosed please find a check in the amount of \$125.00 for filing the attached Articles of Corporation:

Gone to Pot, Inc.

Very truly yours,

  
JAMES SCHWARTZ, ESQ.

FILED  
98 JUN 18 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6-19-98

**ARTICLES OF INCORPORATION**

**OF**

**Gone To Pot, Inc.**

FILED  
98 JUN 18 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation shall be:

**Gone To Pot, Inc.**

The principal place of business of this Corporation shall be 1477 Missouri Avenue, Clearwater, Florida.

**ARTICLE II. NATURE OF BUSINESS**

This Corporation may engage or transact in 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 maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,000 shares of common stock having \$1 par value per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the Corporation shall be 1477 Missouri

Avenue, Clearwater, Florida, and the name of the initial registered agent of the Corporation at that address is Patrick Gallagher who accepts the designation by his signature below.

#### ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

#### ARTICLE VI. 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 he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### ARTICLE VII. DIRECTORS

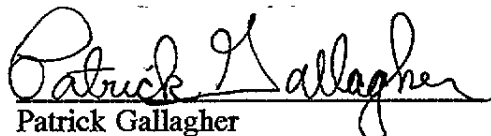
This Corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated by the Bylaws.

#### ARTICLE VIII. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Patrick Gallagher  
1477 Missouri Avenue  
Clearwater, Florida

IN WITNESS WHEREOF, the undersigned authorized agent, , has hereunto set his hand and seal on this 16 day of June, 1998.

  
Patrick Gallagher

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 16 day of June, 1998, by Patrick Gallagher who is personally known to me or who has produced Florida Driver's Licenses as identification and who did take an oath.

Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

  
NOTARY PUBLIC



James Schwartz  
My Commission CC717881  
Expires February 19, 2002

FILED  
98 JUN 18 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA