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July 2, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

RE: The Flip Factory, Inc.

Dear Sir:

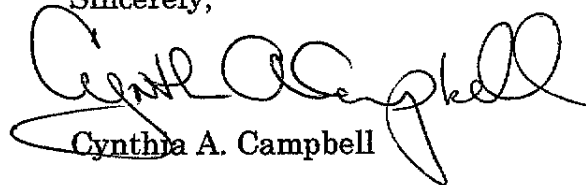
Enclosed herewith please find the original and one (1) copy of the Articles of Incorporation of THE FLIP FACTORY, INC., together with our check in the amount of \$122.50 representing:

PROFIT CORP. FILING FEE	\$ 35.00
CERTIFIED COPY	52.50
RESIDENT AGENT DESIGNATION	<u>35.00</u>

TOTAL: \$122.50

Thank you for your assistance in this matter.

Sincerely,


Cynthia A. Campbell

CAC/dc
Enclosures

FILED
98 JUL -6 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION

OF

THE FLIP FACTORY, INC.

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

FILED
98 JUL -6 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be: **THE FLIP FACTORY, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
2601 East Olive Road, Pensacola, FL 32514.

ARTICLE III. SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: **ONE (1).**

ARTICLE IV. REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: **BARRY SCOT PERRY, 3823 North 11th Avenue, Pensacola, FL 32503.**

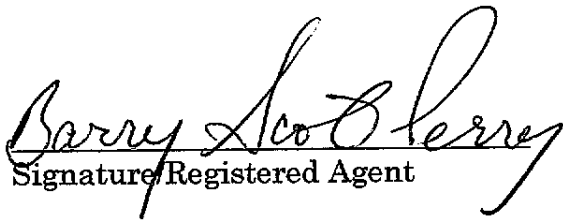
ARTICLE V. INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:
BARRY SCOT PERRY, 3823 North 11th Avenue, Pensacola, FL 32503.


Signature/Incorporation

7-1-98
Date

Having been named as registered agent and to accept service of process for the THE FLIP FACTORY, INC., 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.


Signature Registered Agent

7-1-98
Date

98 JUL -6 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED