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August 25, 1998

Florida Department of State  
Division of Corporations  
P. O. Box 5588  
Tallahassee, FL 32314

Re: Hemingway Kids, Inc.

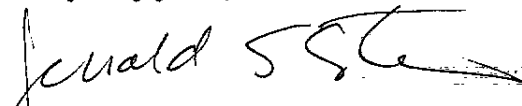
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\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find two copies of fully executed Articles of Incorporation for the referenced corporation, which are being sent to you for filing. Also enclosed is my check in the amount of \$122.50 to cover your fees in this regard.

Please return the filed Articles to this office.

Very truly yours,

  
Jerrold S. Stern

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Enc.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

AUG 28 1998  


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ARTICLES OF INCORPORATION

OF

HEMINGWAY KIDS, INC.

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

ARTICLE I NAME

The name of the corporation shall be Hemingway Kids, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be 675 East Rocks, Sanibel, Florida 33957, and the mailing address shall be P. O. Box 187, Sanibel, FL 33957.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 100, consisting of one class only designated as "common stock," with par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Edwina Hemingway, and her address is 675 East Rocks, Sanibel, Florida 33957, and the designated agent by her signature hereon, does hereby accept the appointment as registered agent pursuant to the provisions of Section 607.034, Florida Statutes.

ARTICLE V INCORPORATORS

The number of the directors constituting the initial Board of Directors of the corporation is three, and thereafter the number of directors shall be such number as is fixed from time to time by the by-laws.

The name and street address of the incorporator to these Articles of Incorporation is: Edwina Hemingway, 675 East Rocks, Sanibel, FL 33957.

ARTICLE VI PERIOD OF EXISTENCE

The period of its existence is perpetual.

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ARTICLE VII PURPOSE

The purpose or purposes for which this corporation is organized is to engage in any lawful activities within the purposes for which a corporation may be organized under the Florida Business Corporation Law (Chapter 607 of the Florida Statutes).

The undersigned have executed these Articles of Incorporation this 25 day of August, 1998.

Edwina Hemingway  
Edwina Hemingway, Incorporator

Having been named as registered agent and to accept service of process for 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.

Edwina Hemingway  
Edwina Hemingway,  
Registered Agent

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Edwina Hemingway, who is personally known to me or who has produced Driver's License as identification and who (did/did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State this 25<sup>th</sup> day of August, 1998.

My commission expires:

Michelle Landl  
Notary Public



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