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LAW OFFICES OF ARMANDO E. ROSAL

P.O. Box 2830

Melbourne, Florida 32902

Tel: 407-728-2300

Fax: 407-723-3051

August 7, 1998

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Secretary of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

Re: Mister Chips, Inc.

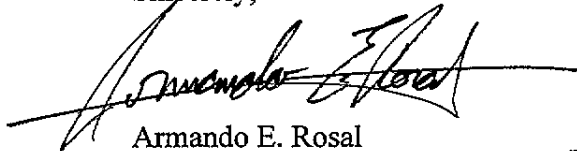
Dear Sir/Madam:

Please be advised that this office represents Richard Richmond with regard to the incorporation of his new business, Mister Chips, Inc.

Enclosed please find the Articles of Incorporation of Mister Chips, Inc. and a check in the total amount of \$122.50 for the filing fee. Kindly file the enclosed document and forward a copy to this office in the self-addressed stamped envelope which is enclosed for your convenience.

Thank you for your courtesy and cooperation. If you should have any questions, please do not hesitate to contact this office.

Sincerely,



Armando E. Rosal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/9-1-98

ARTICLES OF INCORPORATION

OF

MISTER CHIPS, INC.

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby organize and incorporate for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida, and especially under and by virtue of "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES," for the transaction of business with and under the following charter:

ARTICLE I - NAME

The name of the corporation is: **MISTER CHIPS, INC.**

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The Principal Place of Business is: **720 E. NEW HAVEN AVE., MELBOURNE, FLORIDA 32901**

ARTICLE III - COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of filing of the Articles of Incorporation with the Secretary of the State of Florida and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting by and all activity or business permitted under the laws of the United States for which a corporation may be organized under "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES, " as may from time to time be amended.

ARTICLE V - STATED CAPITAL

The amount of the total authorized capital stock of the corporation shall be one hundred

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(100) shares of common stock having a nominal par value of one dollar (1.00) per share. The share of stock may be issued for such consideration, having a value of not less than the par value of the shares issued therefore, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or service actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE VI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purpose shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VIII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy,

shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite their names: Richard Richmond 100 shares. Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

ARTICLE XIV - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. This corporation shall have ONE DIRECTOR initially. The number of directors of this corporation shall be increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than one (1). The name and post office address of the first Board of Directors, subject to the provisions of the Certificate of incorporation, the By-Laws of this corporation, and "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES, " who shall hold office until the first

meeting of shareholders of said corporation or until the successors are elected and qualify shall be:

DIRECTOR

POST OFFICE ADDRESS

RICHARD RICHMOND

720 E. New Haven Ave.
Melbourne, Fla. 32901

ARTICLE XV - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation are:

RICHARD RICHMOND

720 E. New Haven Ave.
Melbourne, Fla. 32901

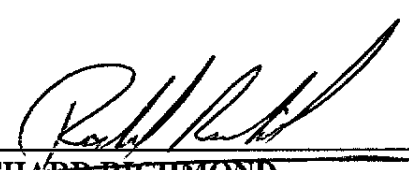
ARTICLE XVI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

121 E. Hibiscus Blvd., Melbourne, Fla. 32901, and the name of the initial registered agent of the corporation at that address is: **Armando E. Rosal**

IN WITNESS WHEREOF the undersigned as Incorporator hereby executes these Articles of Incorporation this 18th day of August, 1998.

Dated: 8/18/98


RICHARD RICHMOND
President, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **RICHARD RICHMOND** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 18 day of August, 1998 at Melbourne, Brevard County, Florida.

Jeffrey Ross Duggins

(NOTARY SEAL)



OFFICIAL SEAL
Jeffrey Ross Duggins
My Commission Expires 11/6/98
Commission #CC 419041

Notary Public, State of Florida

My Commission Expires: 2/19/01

My Commission Number: 11-6-98

ACCEPTANCE

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.

Dated: August 7, 1998

Armando E. Rosal

Armando E. Rosal, Esq.
121 E. Hibiscus Blvd.
Melbourne, Florida 32901

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