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TRANSMITTAL LETTER

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

200002634422--4 -09/08/98--01148--009 ****122.50 ****122.50

SUBJECT: <u>SECOND WIND ENTERPRISES</u>, INC.

EFFECTIVE DATE
10-01-98

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$122.50 Filing Fee and Certified Copy

FROM: Roger H. Jacobs, EA 632 West Jefferson St. Brooksville, FL 34601

(352) 796-8860

SECRETARY OF STATE
OF VISION OF CORPORATIONS
98 SEP -8 AM 8: 26

NOTE: Please provide the original and one copy of the articles.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

98 SEP -8 AM 8: 26

OF

SECOND WIND ENTERPRISES INC.

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, do hereby adopt the following articles of incorporation.

ARTICLE I

SECOND WIND ENTERPRISES INC.

The name of the corporation shall be: SECOND WIND ENTERPRISES INC.

ARTICLE II

DURATION

The corporation shall have perpetual existence with an effective commencement date of OCTOBER 1, 1998.

ARTICLE III

EFFECTIVE DATE
10-01-98

PURPOSE

The general purposes for which the corporation is organized are:

- 1. To engage in the business of Retail Sales.
- 2. To transact any other lawful business activity for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 355 Roosevelt Avenue Masaryktown, FL 34609 and the name of its initial registered agent is Laura D. Fowle. The principle office and mailing address of the corporation is the same as above.

ARTICLE V

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, and shall have a par value of five dollars (\$5.00) per share. The voting privileges will consist of one (1) vote per share of stock.

ARTICLE VI

DIRECTORS

The corporation shall have two directors initially. The names and addresses of the initial directors are as follows:

ROBERT J. FOWLE

355 ROOSEVELT AVENUE MASARYKTOWN, FL 34609

LAURA D. FOWLE

355 ROOSEVELT AVENUE MASARYKTOWN, FL 34609

ARTICLE VII

INCORPORATORS

The names and addresses of the incorporators are:

ROBERT J. FOWLE

355 ROOSEVELT AVENUE MASARYKTOWN, FL 34609

LAURA D. FOWLE

355 ROOSEVELT AVENUE MASARYKTOWN, FL 34609

EXECUTED by the undersigned at Brooksville, Florida, on this 3rd. day of September, 1998.

ROBERT J. FOWLE Incorporato:

Jaura D. Fowle Incorporator

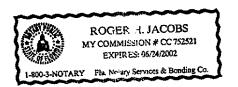
STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, personally appeared Robert J. Fowle and Laura D. Fowle to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purpose therein expressed.

WITNESS my hand and seal, this 3rd day of Septeber

1998.

My Commission Expires:



NOTAR PUBLIC

98 SEP -8 AM 8: 26

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT LAURA D. FOWLE, desiring to organize as a corporation for profit under the Florida General Corporation Act, has designated as its intial registered office 355 Roosevelt Avenue Masaryktown, FL 34609 and has named LAURA D. FOWLE its agent to accept service of process within this state.

LAURA D. FOWLE, having been named to accept service of process for the above-named corporation at said place, hereby accept such appointments and agree to comply with the provisions of said Act relating to keeping open said office.

LAURA D. FOWLE

The foregoing instrument was acknowledged before me this

3rd day of September, 1998.

My commission expires:

