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Neil S. Schecht*

*ALSO ADMITTED IN ILLINOIS

LAW OFFICES OF
NEIL S. SCHECHT, P.A.

Bayshore Center

Penthouse

2909 W. Bay to Bay Boulevard

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October 12, 1998

Secretary of State
Division of Corporations
Filing Department
P.O. Box 6327
Tallahassee, Florida 32314

Re: Keepwraps, Inc.

300002664783--1
-10/15/98--01075--023
*****122.50 *****78.75

Dear Sir/Madam:

Enclosed herein please find the original and one copy of the Articles of Incorporation of Keepwraps, Inc., along with our check in the amount of \$122.50 representing the filing fee.

I appreciate your help in getting this filed as soon possible. Thank you in advance for your assistance in this matter.

Please return the certified copy of the Articles of Incorporation to this undersigned and should you have any questions, please do not hesitate to call.

Very truly yours,

Barbara Della Lucia

Barbara Della Lucia
Legal Assistant

/law
Enclosures

FILED
98 OCT 15 AM 11:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Handwritten signature]

ARTICLES OF INCORPORATION
OF
KEEPWRAPS, INC.

FILED
98 OCT 15 AM 11:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is KEEPWRAPS, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITALIZATION

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 One (\$1.00) Dollar.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2909 W. Bay to Bay Blvd., Penthouse, Tampa, Florida 33629 and the name of the initial registered agent at such address is Neil S. Schecht.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of the corporation is 14770 Soaring Eagle Court, Ft. Myers, FL

ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of directors of the corporation is One

(1). The name and address of each person who is to serve as a member of the initial board of directors is:

Name

Address

Bob Mosher 14770 Soaring Eagle Court, Ft. Myers, FL

Stan Garczynski 14565 Eagle Ridge Drive, Ft. Myers, FL 33912

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Name

Address

Neil S. Schecht

2909 W. Bay to Bay Blvd.
Penthouse
Tampa, Florida 33629

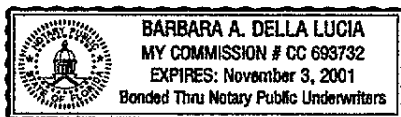
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of October, 1998.


NEIL S. SCHECHT, INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared NEIL S. SCHECHT, known to me to be the person who executed the foregoing Articles of Incorporation, who is personally known to me and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 12th day of October, 1998.



Barbara A. Della Lucia
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for KEEPWRAPS, INC., at the place designated in the Articles of Incorporation, NEIL S. SCHECHT agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open said office.

DATED this 12th day of October, 1998.

NEIL S. SCHECHT

FILED
98 OCT 15 AM 11:22
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA