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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6013

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)651-1025

FAX #:

NAME: AUSTIN'S CHECK IT OUT, INC. AUDIT NUMBER.....H98000019946 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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TALLAHASSEE, FLORIDA

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P. 15

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

AUSTIN'S CHECK IT OUT, INC.

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is

AUSTIN'S CHECK IT OUT, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

3150 South Babcock Street
Suite K
Melbourne, Florida 32901

Prepared by:
Law Offices of Tracy Hauck, P.A.
525 East Strawbridge Avenue, Suite 5
Melbourne, Florida 32901
Fla. Bar No. 0091286
407-953-5400

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ARTICLE III

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 1,000 shares, all of which shall be Common Stock, no par value. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be 525 East Strawbridge Avenue, Suite 5, Melbourne, Florida 32901, and the name of the initial registered agent for the Corporation at that address shall be Tracy Hauck.

ARTICLE V

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

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ARTICLE VII

INCORPORATOR

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

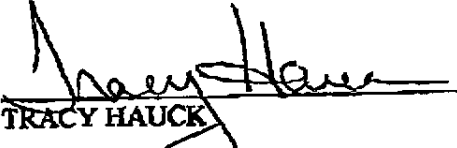
Name

Address

Tracy Hauck

525 East Strawbridge Avenue
Suite 5
Melbourne, Florida 32901

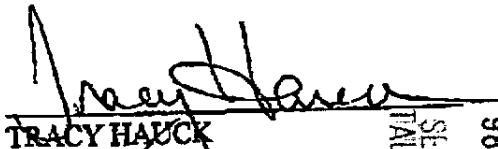
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of October, 1998.


TRACY HAUCK

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process AUSTIN'S CHECK IT OUT, INC., at the place designated in the Articles of Incorporation, 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: October 26, 1998.


TRACY HAUCK

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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