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LAW OFFICES
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FORT LAUDERDALE, FL 33339-9238

November 16, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: SPUDNIKS CORPORATION

900002690509--2
-11/18/98--01055--009
122.50 **78.75

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Articles of Incorporation and the \$35.00 fee for filing the designation of registered agent.

Sincerely,

GREATON AND GREATON


Elizabeth Greaton Stephany

EGS:lzm
encs.

cc: Mrs. Ann Murrell

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 18 AM 8:20

B. BROCK NOV 23 1998

ARTICLES OF INCORPORATION
OF
SPUDNIKS CORPORATION

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, and other laws of the State of Florida, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is SPUDNIKS CORPORATION.

ARTICLE II

ADDRESS

The street and mailing address of the Corporation is: 14700 N.W. 17 Drive, Miami, Florida 33167.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 18 AM 8:20

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 14700 N.W. 17 Drive, Miami, Florida 33167, and the name of the initial Registered Agent of the Corporation at that address is ANN CAROLYN MURRELL.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
LEE W. MURRELL	14700 N.W. 17 Drive Miami, Florida 33167
ANN CAROLYN MURRELL	14700 N.W. 17 Drive Miami, Florida 33167

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
ANN CAROLYN MURRELL	14700 N.W. 17 Drive Miami, Florida 33167

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of November, 1998.


ANN CAROLYN MURRELL
Incorporator

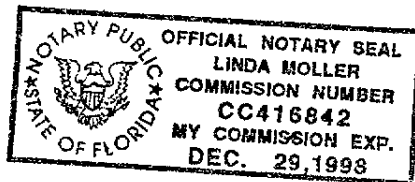
STATE OF FLORIDA)
 :SS.
COUNTY OF DADE)

Sworn to and subscribed before me this 11 day of November, 1998, by ANN CAROLYN MURRELL, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC:

Linda Moller
Print Name: Linda Moller

My Commission No. is:
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of SPUDNIKS CORPORATION, as made in the foregoing Articles of Incorporation, and agree to act in such 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 initial Registered Agent of SPUDNIKS CORPORATION.

Date: 11/11/98

Ann Carolyn Murrell
ANN CAROLYN MURRELL
Initial Registered Agent

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