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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

7000002701027--4
-12/03/98-01002-003
*****78.75 *****78.75

CORPORATION(S) NAME

Witherspoon's Wickepoons Importing and Exporting, Inc.

Profit - flats.

NonProfit

Limited Liability Company

Foreign

Amendment

Merger

Limited Partnership

Annual Report

Other

Reinstate

Fict. Filing

Change of R.A.

Limited Liability Partnership

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Examiner

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Updater

Verifier

Acknowledgment

W.P. Verifier

DEC - 2 1998

Today's Date Placeholder

3

P. Hall

DEC - 2 1998

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CR2E031 (1-89)

STATE OF FLORIDA

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Witherspoon & Witherspoon Importing and Exporting, Inc.

FIRST: The corporate name that satisfies the requirements of section 607.0401 is: Witherspoon & Witherspoon Importing and Exporting, Inc.

SECOND: The address of the principal office, if known, and the mailing address of the corporation is:

110 Wimbledon Lake Dr.
Plantation, FL 33324

THIRD: The number of shares the corporation is authorized to issue is: Fifteen Million (15,000,000) shares with a par value of One Tenth of a Cent (\$0.001) per share.

FOURTH: The street address of the initial registered office of the corporation is 110 Wimbledon Lake Dr., Plantation, FL 33324, and the name of its initial registered agent at such address is Ervin R. Witherspoon.

FIFTH: The number of directors constituting the initial board of directors is One (1), and the name and address of each person who is to serve as director until the first annual meeting of shareholders or until a successor is elected and shall qualify is as follows:

Ervin R. Witherspoon

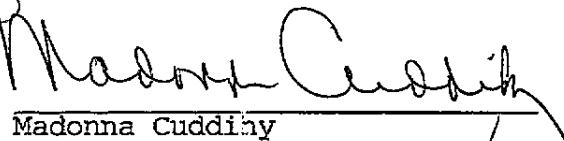
110 Wimbledon Lake Dr.
Plantation, FL 33324

SIXTH: The name and address of each incorporator is:

Madonna Cuddihy

1200 S. Pine Island Rd.
Plantation, FL 33324

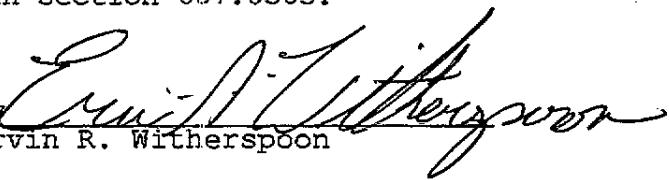
The undersigned has executed these Articles of Incorporation this 23rd day of November, 1998.



Madonna Cuddihy

Acceptance by the registered agent as required in section 607.0501 (3) F.S.: Ervin R. Witherspoon is familiar with and accepts the obligations provided for in section 607.0505.

Dated November 23, 1998

By 
Ervin R. Witherspoon

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TALLAHASSEE, FLORIDA