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Established 1937

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OF COUNSEL:
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January 14, 1999

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****122.50 *****78.75

Division of Corporations
Secretary of State
The Capital
Post Office Box 6327
Tallahassee, Florida 32314

Re: SCANDIC SECRET, INC.

Dear Sir:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. Also enclosed is our check in the amount of \$122.50 to cover the cost of filing and a certified copy of same. Please process these at your earliest opportunity and return a certified copy to this office.

Should you have questions or comments concerning the foregoing, please do not hesitate to contact this office.

Very truly yours,


C. Ted French

CTF/mha
Enclosure

cc: Mr. Tom Wauer, Scandic Secret, Inc.

FILED
99 JAN 22 PM 1:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAN 27 1999


ARTICLES OF INCORPORATION
OF
SCANDIC SECRET, INC.

FILED
99 JAN 22 PM 1:32
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 1. Name and Address. The name and address of the Corporation is:

SCANDIC SECRET, INC.
5346 Moeller Avenue
Sarasota, Florida 34233

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 5346 Moeller Avenue, Sarasota, Florida 34233, and the name of its initial Registered Agent at that address is **Tor Wauer**.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

President, Tor Wauer

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Mr. Tor Wauer
5346 Moeller Avenue
Sarasota, Florida 34233

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 14th day of January, 1999.


TOR WAUER, President

STATE OF FLORIDA)
 : SS.
COUNTY OF SARASOTA)

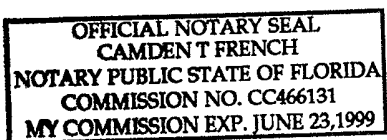
Before me personally appeared **Tor Wauer** to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed and he did not take an oath.

WITNESS my hand and official seal this 14 day of January, 1999.


Notary Public

Print name: CAMDEN T. FRENCH

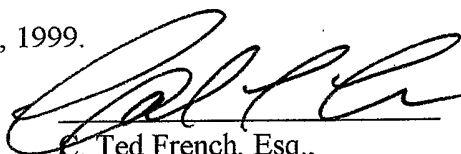
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **SCANDIC SECRET, INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 14th day of January, 1999.


C. Ted French, Esq.,
Registered Agent

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TALLAHASSEE FLORIDA