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Clinton E. Watkins
Lawyer
P.O. Box 508
Tavernier, Florida 33070
(305) 853-0489

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

January 26, 1999

RE: Rare Spirit Enterprises, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$70.00. This represents the cost of the Filing Fees and Fee for Registered Agent Designation for the referenced corporation.

Very truly yours,



Clinton E. Watkins

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of
RARE SPIRIT ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: Rare Spirit Enterprises, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

Clinton E. Watkins
171 Hood Ave.
Suite 22
Tavernier, Florida 33070

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

Warren Ehrhardt
109 (C) Carrol Street
Islamorada, Florida 33036

ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Warren Ehrhardt
109 (C) Carrol Street
Islamorada, Florida 33036

ARTICLE VII - ADDRESS AND MAILING ADDRESS

The street address of the corporation's principle office is 109 (C) Carrol Street, Islamorada, Florida 33036.

The Mailing address of the corporation is P.O. Box 1743, Islamorada, Florida 33036.

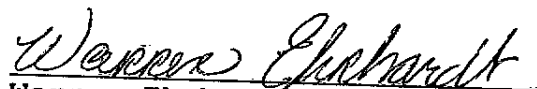
ACCEPTANCE OF REGISTERED AGENT

Clinton E. Watkins, the designated Registered Agent of the corporation, hereby states familiarity with the laws governing, and accepts the duties and responsibilities as, registered agent for Rare Spirit Enterprises, Inc.


Clinton E. Watkins

1-26-99
Date

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of January, 1999.


Warren Ehrhardt

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA