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Secretary of State
State of Florida
Corporation Division
Tallahassee, Florida 32399

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-02/16/99--01005--006
*****78.75 *****78.75

Re: RAT'S HOLE INC
3535 - 8th AV S
ST PETERSBURG, FL 33711

Transmitted herewith is the original and one copy of the Articles of Incorporation of the above captioned Corporation together with remittance in the amount of \$ 78.75 to cover the required filing, Registered Agent and certified copy fees.

Also transmitted, the acceptance letter of the designated Registered Agent duly executed.

Please file same at your earliest convenience and return a certified copy to me at the address appearing above.

Thank you for your attention.

Sincerely

Karl Gregor Smith
KARL GREGOR SMITH

2/10/99

Dmc
2-16-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RAT'S HOLE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RAT'S HOLE, INC.

The address of the principal office of this corporation shall be 3535 - 8th Av S, St. Petersburg, Florida 33711, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3535 - 8th Av S, St. Petersburg, Florida 33711, and the name of the initial registered agent of the corporation at that address is KARL GREGOR SMITH.

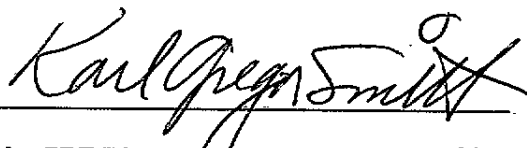
This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

KARL GREGOR SMITH
3535 - 8th Av S
St. Petersburg, Florida 33711

IN WITNESS WHEREOF, the undersigned has set his hand and seal, acknowledged and filed the above articles of incorporation on February 10th, 1999.


KARL GREGOR SMITH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION OF

RAT'S HOLE, INC.

KARL GREGOR SMITH, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


KARL GREGOR SMITH