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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 5, 1999

EMPIRE

MIAMI, FL

SUBJECT: T.H.E. COMPANY, INC. Ref. Number: W99000002995

We have received your document for T.H.E. COMPANY, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 999A00005192

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FLORIDA DEPARTMENT OF STATE

Katherine Harris Secretary of State VISION OF CORPORATION

February 9, 1999

EMPIRE

MIAMI, FL

SUBJECT: YOU AND I, INC. Ref. Number: W99000002995

We have received your document for YOU AND I, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 699A00005661

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FORMULA MANAGEMENT, INC.

ARTICLES OF INCORPORATION

THE UNDERSIGNED, desiring to incorporate a corporation under the provisions of the Florida Corporation Act does hereby certify:

- .1. The name of the corporation is FORMULA MANAGEMENT, INC.
- 2. The term for which the corporation is to exist is perpetual.
- 3. The general nature of the business to be transacted by the corporation shall be to engage in any act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Florida Corporation Act.
- 4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is five hundred (500) shares of common stock having a par value of one dollar (\$1.00) each.
- 5. The initial principal office of the corporation shall be located at 5647 Beneva Road, Sarasota, FL 34233. Registered Agent shall be BRIAN AHERN.
- 6. The initial Board of Directors shall be comprised of three (3) members. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).

The names and addresses of the initial Directors are:

BRIAN AHERN P.O. Box 1220, Cornville, AZ 86325

MARC PELLETZ P.O. Box 164, Sarasota, FL 34239

BILL LANDON 33 Office Park Rd. #4A-209, Hilton Head, SC 29928

7. The name and address of the incorporator hereof is: ADDRESS

BRIAN AHERN

NAME

P.O. Box 1220, Cornville, AZ 86325

- The formation of the corporation shall be effective as of the date of execution and acknowledgment hereof.
- With respect to all shares of stock of the corporation, every Shareholder upon a sale for cash or other property of any such new shares of stock, or options or warrants therefore, shall have the pre-emptive right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price at which such new shares of stock, or option or warrants therefor, are offered to others.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 2 day of FERRUARY

BRIAN AHERN STATE OF FLORIDA) COUNTY OF

BEFORE ME, the undersigned authority, personally appeared BRIAN AHERN, who (is known to me personally)(produced a valid driver's license as identification) and upon being first duly sworn acknowledged that he executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this ______, day of ________, 1999.

NOTARY PUBLIC,

My Commission expires:

GARY E. STAFFORD My Comm Exp. 5/20/2001 Bonded By Service Ins. No. CC649417 Personally Known [] Other I.D.

State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE VERIFIED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That FORMULA MANAGEMENT, INC. desiring to organize under the laws of the State of Florida, with its principal office at 5647 Beneva Road, Sarasota, Florida, has named BRIAN AHERN, located at 5647 Beneva Road, Sarasota, Florida 34233 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated entity, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

By: BRIAN AHERN

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