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**DON REID CONSULTING and MARKETING**

114 S. E. First Street- Suite 6 - Gainesville, FL 32601  
352-377-5338 / fax 352-371-9495 e-mail DWREID@AOL.COM

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

100002827961--9  
-04/02/99-01067-013  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: WISE GUYS OF GAINESVILLE, INC.  
Greetings:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporations. Please file the original, indicate the filing date on the copy, and return the copy to me.

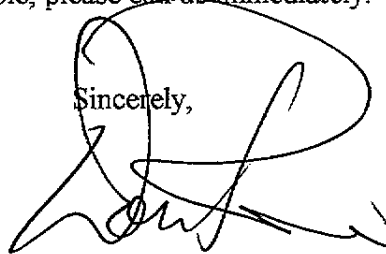
Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

1. Articles of Incorporation filing fee, \$35.00
2. Two Certified copies of Articles of Incorporation, \$17.50
3. Registered Agent Designation Filing Fee, \$35.00.

for a total of \$87.50.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,



Don Reid

DR:ab  
Encls.

**FILED**  
99 APR -2 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OB  
4-7-99  
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99 APR -2 PM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**Wise Guys of Gainesville, Inc.**

The undersigned subscribers hereby associate themselves to form a corporation:

ARTICLE I

NAME: The name of this corporation is Wise Guys of Gainesville, Inc.

ARTICLE II

NATURE OF BUSINESS: This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

STOCK: This corporation is authorized to issue 100 shares of stock at \$1.00 value per share.

ARTICLE IV

ADDRESS AND AGENT: The street address of the initial and principal office of this corporation is 201 SE FIRST AVENUE, BASEMENT, GAINESVILLE, FLORIDA 32601. The name of the initial registered agent of this corporation is CONO DICANDIA.

ARTICLE V

DIRECTORS: This corporation shall have ONE director initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of the corporation is:

Cono DiCandia  
201 SE FIRST AVENUE, BASEMENT  
GAINESVILLE, FL 32601

ARTICLE VI

AMENDMENTS: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation of any amendment to them, and any right conferred on

the shareholders is subject to this reservation.

ARTICLE VI

SUBSCRIBERS: The name and street address of each person signing these Articles of Incorporation as a subscriber is

Cono DiCandia  
201 SE FIRST AVENUE, BASEMENT  
GAINESVILLE, FL 32601

ARTICLE VII

SECTION 1244 STOCK: The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder.

Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

DATED THIS 1st DAY OF April, 1999.

STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared CONO DICANDIA to me known to be the person described in or who produced an identification \_\_\_\_\_, and who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she signed the same freely and voluntarily for the uses and purposes therein stated.

WITNESS my hand and official seal at GAINESVILLE, ALACHUA County, Florida, this 1ST day of APRIL 1999.

Notary Public, State of Florida at Large



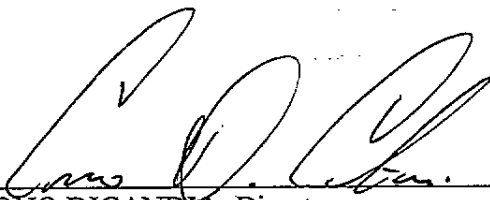
DON REID  
MY COMMISSION # CC475455 EXPIRES  
June 21, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, AND NAMING AGENT UPON WHOM  
PROCESS AUGUST BE SERVED:

In compliance with section 48.091, Florida Statutes, the following is submitted:

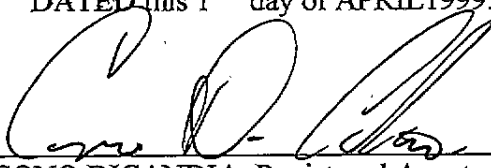
First, that WISE GUYS OF GAINESVILLE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of GAINESVILLE, County of ALACHUA, State of Florida, has named CONO DICANDIA located at 201 SE FIRST AVENUE, BASEMENT, GAINESVILLE, FLORIDA 32601, as its agent to accept service of process within the State of Florida.

DATED this 1<sup>ST</sup> day of APRIL 1999.

  
\_\_\_\_\_  
CONO DICANDIA, Director

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 1<sup>ST</sup> day of APRIL 1999.

  
\_\_\_\_\_  
CONO DICANDIA, Registered Agent

FILED  
APR 2 9 41 AM  
CLERK OF STATE  
TALLAHASSEE, FLORIDA