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

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****122.50 ****78.75

RE: Articles of Incorporation
Ringer Pinellas, Inc.

May 20/99

Dear Sir:

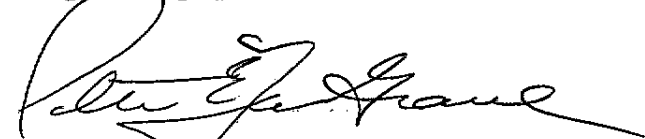
Enclosed please find an original and one copy of Articles of Incorporation for the above named, proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment of the following

Filing Fees	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	<u>\$35.00</u>

TOTAL: \$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible. Thank you for your cooperation and anticipated prompt attention to this matter.

Very truly yours,



Peter E. LaGrave
4921 S.W. 11th Ave.
Cape Coral, FL 33914

Enclosures

FILED
1999 MAY 24 AM 8 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

Ringer Pinellas, Inc.

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

I.

CORPORATE NAME

The name of this corporation shall be:

Ringer Pinellas, Inc.

II.

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office shall be:

3915 Broadway

Fort Myers, FL. 33901

III.

NATURE OF CORPORATE BUSINESS

This corporation is organized to have the following purpose:

- A. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.
- B. To engage in any activity necessary or related to the Tobacco Accessories Business.

IV.

CAPITAL STOCK

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1000) shares of common stock at no par value per share.

V.

DURATION

The corporation shall have perpetual existence.

VI.

INITIAL REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE

The corporation's initial registered agent and registered office in the State of Florida shall be:

Penny LaGrave
4921 SW 11th Ave.
Cape Coral, FL. 33914

VII.

INCORPORATOR

The name and address of the Incorporators are:

Peter E. LaGrave
4921 SW 11th Ave.
Cape Coral, FL. 33914

Penny LaGrave
4921 SW 11th Ave.
Cape Coral, FL. 33914

VIII.

BOARD OF DIRECTORS

The number of directors may be altered from time to time by laws adopted by the stockholders. However, the corporation shall have no less than one (1) director at any time. The name and address of the initial director of this corporation is:

Penny LaGrave
4921 SW 11th Ave.
Cape Coral, FL. 33914

IX.

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind of series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares

outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

X.

INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings, evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII.

BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 20th day of May, 1999.


Peter E. LaGrave

Incorporator

Penny LaGrave

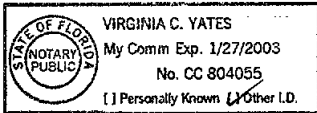
Penny LaGrave
Incorporator

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared Peter E. LaGrave and Penny LaGrave, who are to me well known to be the persons described in and who executed the foregoing Articles of Incorporation as the Incorporators, and they acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Lee County, Florida in said county and state this 20th day of May, 1999.



Virginia C Yates
Notary Public
Virginia C Yates

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Penny LaGrave

Penny LaGrave
Incorporator / Registered Agent

FILED
1999 MAY 24 AM 8 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA