

Sanford M. Estroff

Attorney At Law

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June 7, 1999

99 JUN -9 AM 8:12  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Telephone  
(941) 644-1900  
Fax (941) 644-1499

P 99000052972

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

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-06/09/99--01033--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50  
CU CU

RE: CALZIN, INCORPORATED

Dear Secretary:

Enclosed please find the original Articles of Incorporation for the above corporation. I would appreciate your assistance with obtaining the corporate charter.

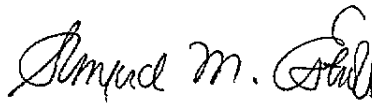
You will find enclosed my check in the amount of \$87.50 to cover the following:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
1 Certified copy of Articles	8.75
Certificate of Good Standing	<u>8.75</u>

Total amount of check: \$87.50

Please forward the certified copy of the Articles of Incorporation and the Certificate of Good Standing to the address above. Thank you for your prompt and courteous attention to this request.

Very truly yours,

  
Sanford M. Estroff

SME/lis

Enclosure: Articles of Incorporation (original)  
check for \$87.50  
return envelope

(blanchard.js\secstate.1)

R. CHESLER

JUN 11 1999

ARTICLES OF INCORPORATION  
OF  
CALZIN, INCORPORATED

ARTICLE I—NAME

The name of this corporation is CALZIN, INCORPORATED.

ARTICLE II—DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III—PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV—CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V—PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI—INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2631 Dick Wilson

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Drive, Sarasota, FL 34240, and the name of the initial registered agent of this corporation at that address is JEFFORY S. BLANCHARD.

#### ARTICLE VII—INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name(s) and address(es) of the initial Board of Directors of the corporation is:

JEFFORY S. BLANCHARD	2631 Dick Wilson Drive Sarasota, FL 34240
JACQUELINE BLANCHARD	2631 Dick Wilson Drive Sarasota, FL 34240
JEFFORY S. BLANCHARD, JR.	79 Shore Drive, Suite #2 Winthrop, MA 02152

#### ARTICLE VIII—INCORPORATORS

The name and address of the Incorporator signing these articles is: Jeffory S. Blanchard, 2631 Dick Wilson Drive, Sarasota, FL 34240.

#### ARTICLE IX—INDEMNIFICATION

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

ARTICLE X—AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 3 day of June, 1999.

CALZIN, INCORPORATED

By Jeffory S. Blanchard  
JEFFORY S. BLANCHARD

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JEFFORY S. BLANCHARD, President of CALZIN, INCORPORATED, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 3 day of June, 1999.

Lorraine Erickson  
NOTARY PUBLIC, State of Florida  
Notary Name, Commission Number  
& Expiration Date

NOTARY PUBLIC - STATE OF FLORIDA  
LORRAINE ERICKSON  
COMMISSION # CC598736  
EXPIRES 12-29-2000  
BONDED THRU ASA 1-888-NOTARY1

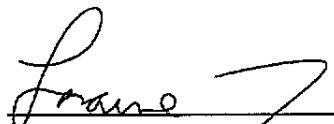
**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared, JEFFORY S. BLANCHARD, known to me and known by me to be the person who accepted his designation as Registered Agent on behalf of Company, and he acknowledged before me that he executed that Acceptance of Designation of Registered Agent freely and voluntarily.

  
JEFFORY S. BLANCHARD

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 3 day of June, 1999.

  
NOTARY PUBLIC, State of Florida  
Notary Name, Commission Number  
& Expiration Date

NOTARY PUBLIC - STATE OF FLORIDA  
LORRAINE ERICKSON  
COMMISSION # CC598736  
EXPIRES 12-29-2000  
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