

Gary S. Edinger

Attorney at Law

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P 99000053031

June 7, 1999

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

900002899729--5
-06/09/99--01071--012
****122.50 *****78.75

RE: Incorporation of The Spirit Shoppe, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following items:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00

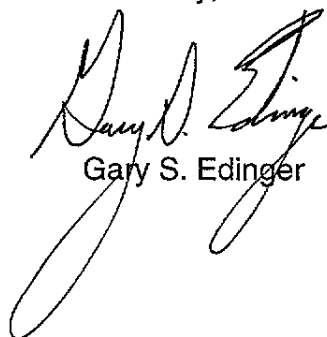
TOTAL	\$122.50

FILED
99 JUN -9 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,


Gary S. Edinger

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Enclosures

F. CHESSER

JUN 11 1999

ARTICLES OF INCORPORATION
OF
THE SPIRIT SHOPPE INC.

The undersigned subscriber to the Articles of Incorporation being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is THE SPIRIT SHOPPE INC.

ARTICLE II

General Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of one mill (\$0.001) per share.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE V

Duration

This corporation shall exist perpetually, commencing upon filing of these Articles.

ARTICLE VI

Initial Principal Office and Registered Agent

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be as follows:

GARY S. EDINGER
305 N.E. 1st Street
Gainesville, Florida 32601

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VII

Board of Directors

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws adopted by the stockholders, but shall never be less than two.

ARTICLE VIII

Initial Directors

The names of the initial directors of this Corporation and their street addresses are:

<u>Name</u>	<u>Address</u>
LIZA CULLEN	3213 S.W. 125th Street Archer, Florida 32618
STUART CULLEN	3213 S.W. 125th Street Archer, Florida 32618

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and are qualified, whichever first occurs.

ARTICLE IX

Indemnification

The Corporation shall have the authority, but is not required to indemnify any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to Florida law.

ARTICLE X

Incorporator

The name and street address of the person signing these Articles is:


<u>Name</u>	<u>Address</u>
LIZA CULLEN	3213 S.W. 125th Street Archer, Florida 32618

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by unanimous vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 7th day of ^{June}~~May~~, 1999.

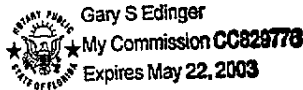

LIZA CULLEN

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared LIZA CULLEN, who is personally known to me, and who did not take an oath, and who executed the foregoing Articles of Incorporation; and acknowledged before

me that he subscribed to these Articles of Incorporation on the 7th day of

~~May~~
June, 1999.
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Gary S. Edinger

NOTARY PUBLIC, State of Florida

My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN -9 AM 9:22

FILED

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

The following is submitted, in compliance with Section 48.091, Florida
Statutes:

That THE SPIRIT SHOPPE INC., desiring to organize under the laws of
the State of Florida with its principal office as indicated in the Articles of
Incorporation at the City of Gainesville, County of Alachua, State of Florida has
named GARY S. EDINGER, located at 305 N.E. 1st Street, City of Gainesville,
County of Alachua, State of Florida as its agent to accept service of process
within this State.

ACKNOWLEDGMENT

Having been named to accept the service of process for the above stated
Corporation at the place designated in this certificate, I hereby accept the
responsibility to act in this capacity, and I agree to comply with the provisions of
said Act relative to keeping open said office.

BY: _____

Gary S. Edinger

GARY S. EDINGER