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LOUIS GIOVACHINO

ATTORNEY AT LAW

55 Weston Road, Suite 303

Sunrise, Florida 33326

Telephone

954-389-9801

Telefax

954-389-2639

June 14, 1999

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

400002906074--2

-06/16/99-01019--006

*****70.00 *****70.00

Re: SCHOONER SHOP, INC.

Dear Sir:

Enclosed please find original and one (1) copy of Articles of Incorporation and Acceptance of Designation of Registered Agent regarding the above. I have enclosed my check in the amount of \$70.00 representing payment of your filing fees.

Please process and return to my office a recorded copy of the Articles of Incorporation

Thank you.

Very truly yours,

Louis Giovachino, Esq.

enclosure

FILED
99 JUN 16 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
11-17-99

ARTICLES OF INCORPORATION
OF
SCHOONER SHOP, INC.

FILED
99 JUN 16 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation shall be SCHOONER SHOP, INC.

The principal place of business of this corporation shall be 5803 Papaya Drive, Fort Pierce, Florida 34982.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 5803 Papaya Drive, Fort Pierce, Florida 34982, and the name of the initial registered agent of the corporation at that address is WILLIAM LOWELL SMITH, JR.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

WILLIAM LOWELL SMITH, JR.
5803 Papaya Drive
Fort Pierce, Florida 34982

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

WILLIAM LOWELL SMITH, JR. - President, Secretary, Treasurer
5803 Papaya Drive
Fort Pierce, Florida 34982

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

WILLIAM LOWELL SMITH, JR.
5803 Papaya Drive
Fort Pierce, Florida 34982

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10
day of June, 1999.

BY: William Lowell Smith
WILLIAM LOWELL SMITH, JR.

STATE OF FLORIDA
COUNTY OF BROWARD

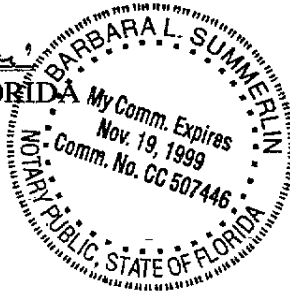
The foregoing instrument was acknowledged before me by WILLIAM LOWELL SMITH, JR.

this 10 day of June 1999, producing personally known as identification.

Barbara L. Summerlin
NOTARY PUBLIC - STATE OF FLORIDA

BARBARA L. SUMMERLIN

My commission expires: 11-19-99



FILED
99 JUN 16 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

"I am familiar with and accept the duties and responsibilities as registered agent for

"SCHOONER SHOP, INC."

DATED: 6-16-99

William Lowell Smith
WILLIAM LOWELL SMITH, JR.