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LAWGROUPSM
A PROFESSIONAL ASSOCIATION
ATTORNEYS-AT-LAW

LAURA A. OLSON
DAVID C. BEARDEN

112 SOUTH MAGNOLIA AVENUE
TAMPA, FLORIDA 33606
TELEPHONE: (813) 253-3073
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August 2, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

Re: EAFTERHOURS, INC.

400002955184--9
-08/10/99--01009--006
****122.50 *****78.75

Gentlemen and Ladies:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy	\$ <u>52.50</u>
Total Due	\$ 122.50

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

Very truly yours,


David C. Bearden, Esq.

FILED
99 AUG -9 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER AUG 9 1999
W99-17912

ARTICLES OF INCORPORATION
EAFTERHOURS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
NAME

The name of this corporation is EAFTERHOURS, INC.

ARTICLE II
DURATION

This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III
BUSINESS

This Corporation is organized to develop opportunities which would benefit the shareholders and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock authorized to be issued by this Corporation is 6500 shares of capital stock at \$.01 par value, all of which shall have the same rights and privileges. Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise to participate in all such meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full

par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V PRE-EMPTIVE RIGHTS

The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, but in either case only as such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is:

5450 Country Road 581
Suite 248
Wesley Chapel, FL 33543

The name and address of the Registered Agent of this Corporation is:

Lawrence R. Bolton
5450 Country Road 581
Suite 248
Wesley Chapel, FL 33543

The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town, in this state or any other State or County, as may be approved by its Board of Directors.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

NAME	ADDRESS
Lawrence R. Bolton	5450 Country Road 581 Suite 248 Wesley Chapel, FL 33543

ARTICLE VIII
INDEMNIFICATION

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

ARTICLE IX
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred

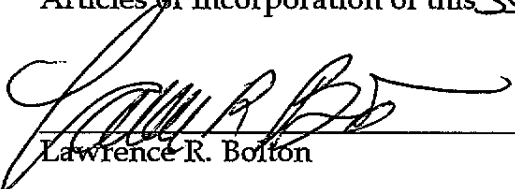
upon the shareholders is subject to this reservation.

ARTICLE X
INCORPORATORS

The name and address of the person(s) signing these Articles of Incorporation is:

NAME	ADDRESS
Lawrence R. Bolton	5450 Country Road 581 Suite 248 Wesley Chapel, FL 33543

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation of this 30th day of July, 1999.



Lawrence R. Bolton

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, Lawrence R. Bolton, who did not take an oath personally appeared known to me to be the person who executed the foregoing Articles of EAFTERHOURS, INC. and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Hillsborough County, Florida, this 30th day of July 1999

Marcia M. Korber
Notary Public

Marcia M. Korber
Printed Name

My commission expires:

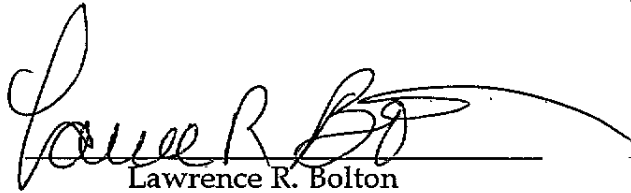


Marcia M. Korber
My Commission CC638164
Expires April 13, 2001

EAFTERHOURS, INC. Articles

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for EAFTERHOURS, INC.

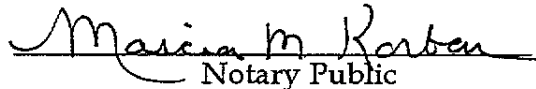

Lawrence R. Bolton

FILED
99 AUG -9 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared, Lawrence R. Bolton, known to me to be the person who executed the foregoing Acceptance of Designation as Registered Agent, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in HILLSBOROUGH County, Florida, this 30th day of July, 1999


Notary Public

Marcia M. Korbar
Printed Name

My commission expires:



Marcia M Korbar
My Commission CC638164
Expires April 13, 2001

EAFTERHOURS, INC. Articles