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

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for **Clever Livers, Inc.** Our check in the amount of \$78.75 is also enclosed. Kindly file the Articles and provide us with a certified copy at your earliest convenience. Thank you for your assistance in this regard.

Very truly yours,

JACK A. KIRSCHENBAUM

JAK/jab
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

CLEVER LIVERS, INC.

ARTICLE I - NAME

The name of this corporation is CLEVER LIVERS, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 West Hibiscus Blvd., Suite 138, Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is JACK A. KIRSCHENBAUM.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This 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, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
BRENDHAN J. BENNISON	610 South Atlantic Avenue, C-1 Cocoa Beach, FL 32931
ERIK W. FIFER	610 South Atlantic Avenue, C-1 Cocoa Beach, FL 32931

ARTICLE IX - INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
JACK A. KIRSCHENBAUM	1800 West Hibiscus Blvd., Suite 138 Melbourne, FL 32901

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - 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 XV - PRINCIPAL OFFICE

The principal office address and mailing address of this corporation shall be: 610 South Atlantic Avenue, C-1, Cocoa Beach, FL 32931.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of November, 1999.



JACK A. KIRSCHENBAUM, INCORPORATOR

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST that **CLEVER LIVERS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named JACK A. KIRSCHENBAUM, located at 1800 W. Hibiscus Boulevard, Suite 138, Melbourne, Florida 32901, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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



JACK A. KIRSCHENBAUM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA