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JOHN H. MYERS • ATTORNEY AT LAW

2831 Ringling Blvd. • Suite 107-B • Sarasota, FL 34237
Tel (941) 955-2228 • Fax (941) 955-1291

January 27, 1999

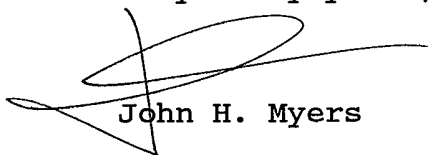
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Mystikal Sol, Inc.

Dear Sir/Madam:

Enclosed is the original and a copy of Articles of Incorporation for Mystikal Sol, Inc. for filing. Also enclosed is my trust account check in the amount of \$122.50 for the filing fee. Please register and return the copy to my attention. Thank you.

Very truly yours,



John H. Myers

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION

OF

MYSTIKAL SOL, INC.

BY THESE ARTICLES OF INCORPORATION, the incorporators form a corporation for profit under Florida law.

NAME

The name of this corporation is MYSTIKAL SOL, INC.

ADDRESS

The physical location of the corporation shall be at 2308 Lakeshore Drive, Nokomis, FL 34275.

TERM

This corporation shall exist perpetually.

PURPOSE

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Florida law.

STOCK

The corporation is authorized to issue 10,000 shares of common stock with \$1.00 par value. The stockholders may dispose of the authorized and unissued stock from time to time. No stockholder has a preemptive right to purchase unissued, or treasury stock, or securities convertible into or carry a right to subscribe to or acquire stock.

REGISTERED AGENT

The registered agent for this corporation is JOHN H. MYERS, the registered office is located at 2831 Ringling Blvd., B-107, Sarasota, FL 34237.

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DIVISION OF CORPORATIONS,
TALLAHASSEE, FLORIDA

DIRECTORS

This corporation shall have no directors. The business of the corporation shall be managed by the stockholders.

INCORPORATORS

Susan B. Kommuck, 2308 Lakeshore Drive, Nokomis, FL 34275.

BY-LAWS

After adoption of the initial by-laws by the stockholders, by-laws may be adopted, amended or repealed by the stockholders of this corporation.

STOCK RESTRICTIONS

By agreement, stockholders and this corporation may restrict or limit the sale or transfer, or both, of stock of this corporation, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The by-laws shall provide for transfer on the corporate books in conformity with this agreement.

DATED on the 26th day of January, 1999.

Susan B. Kommuck
SUSAN B. KOMMUCK

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me on the 26th day of January, 1999, by SUSAN B. KOMMUCK.

[Signature]
NOTARY PUBLIC

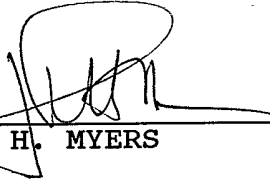
My Commission Expires:



Maryann Maass
MY COMMISSION # CC691273 EXPIRES
November 21, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

CONSENT OF REGISTERED AGENT

The undersigned hereby consents to acting as registered agent for this corporation.



JOHN H. MYERS

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TALLAHASSEE, FLORIDA