BURGESS, HARRELL, MANCUSO, OLSON & COLTON, P.A.

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November 17, 1997

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

Re: Filing of Articles of Incorporation
APOCALYPSE TATTOO, INC.

EFFECTIVE DATE
11-17-97

700002350507--9
-11/18/97--01055--004
*****70.00 *****70.00

Dear Sir or Madame:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, and a check in the total amount of the following:

Articles Filing Fee	$35.00
Agent Designation Filing Fee	35.00
	$70.00

Please file the original and return evidence of filing to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Yours truly,

Donald J. Harrell
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 18 PM 2:41

Encs.
cc: client (w/o/encs.)

1776 Ringling Boulevard, Sarasota, Florida 34236
Telephone 941-366-3700 Facsimile 941-366-0189
E-Mail Address: bhmo@gte.net

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EFFECTIVE DATE 11-17-97

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ARTICLES OF INCORPORATION
OF
APOCALYPSE TATTOO, INC.

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida Business Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1 Name. The name of the corporation shall be APOCALYPSE TATTOO, INC.

Section 1.2 Principal Office and Mailing Address. The corporation's principal office, if known, shall be 6230 BONAVENTURE COURT, SARASOTA, FLORIDA 34243, and the mailing address of the corporation shall be 6230 BONAVENTURE COURT, SARASOTA, FLORIDA 34243. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

Section 1.3 Initial Registered Agent and Office; Statement of Acceptance. The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be DONALD J. HARRELL. The initial Registered Office street address of the Registered Agent shall be 1776 RINGLING BOULEVARD, SARASOTA, FLORIDA 34236. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

ARTICLE II
COMMENCEMENT AND DURATION

Section 2.1 Commencement of Corporate Existence. The corporation's existence shall commence at 12:01 A.M. on the date of the subscription and acknowledgment hereof, which date shall be within five (5) business days prior to the filing hereof by the Department of State.

Section 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III
PURPOSE AND POWERS

Section 3.1 Purpose. The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Business Corporation Act.

ARTICLE IV
AUTHORIZED SHARES

Section 4.1 Class, Number, Par and Description. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one (1) class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one thousand (1,000) shares at one dollar ($1.00) par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

Section 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

Section 4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Section 4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V
GENERAL

Section 5.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and the shareholders in accordance with applicable law.

Section 5.2 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each person called.

Section 5.3 Incorporators. The name and address of the incorporator executing this instrument is as follows: DONALD J. HARRELL - 1776 RINGLING BOULEVARD, SARASOTA, FLORIDA 34236.

IN WITNESS WHEREOF, the undersigned executed this instrument this 17th day of November, 1997

SIGNATOR:

DONALD J. HARRELL
Incorporator & Registered Agent

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DIVISION OF CORPORATIONS
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