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December 30, 1998

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Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: 13 Ugly Men, Inc.

Dear Sir or Madam:

Enclosed are Articles of Incorporation for the above-named corporation, along with a check in the amount of \$122.50 for the filing fee for those Articles. Please process those documents at your earliest convenience and return a certified copy of those Articles to this office.

Thank you in advance for your cooperation. If you have any questions, do not hesitate to contact the undersigned.

Best regards,


Richard B. Feinberg

GDK

Enclosure

DMC
1-4-99

FILED
98 DEC 31 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

OF

98 DEC 31 PM 12:23

13 UGLY MEN, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation (the "Corporation") not for profit under the laws of the State of Florida (Florida Statutes Chapter 617).

ARTICLE I
NAME AND ADDRESS

The name of the corporation is 13 UGLY MEN, INC., with its principal offices (and mailing address) located at 306 East Tyler Street, Tampa, Florida 33602 in Hillsborough County, Florida. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

ARTICLE II
NATURE OF BUSINESS

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"). In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

ARTICLE III
POWERS

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV
MEMBERSHIP

The membership of this Corporation shall be limited to the members of the Board of Directors and such other persons as from time to time may become members as set forth in the Bylaws.

ARTICLE V
TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of this Articles of Incorporation in the office of the Secretary of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

ARTICLE VI
INCORPORATORS

The name and address of the Incorporator of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Richard B. Feinberg	306 E. Tyler Street Tampa, Florida 33602

ARTICLE VII
OFFICERS

The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other Officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as Officers of the Corporation until the first meeting of the Board of Directors are:

<u>Name</u>	<u>Office</u>
Lee Mezrah	President
Richard B. Feinberg	Vice President
Marc Granet	Secretary
Scott Grebler	Treasurer

ARTICLE VIII
DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the first Board of Directors,

consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

<u>Name</u>	<u>Address</u>
Richard B. Feinberg	306 E. Tyler Street Tampa, FL 33602
Marc Granet	2032 W. Vina del Mar Blvd. St. Petersburg Beach, FL 33706
Lee Mezrah	5350 W. Kennedy Blvd. Tampa, FL 33609

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 306 E. Tyler Street, Tampa, Florida 33602 and the name of the initial registered agent at such address is Richard B. Feinberg.

ARTICLE X
BYLAWS

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE XI
AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed by the Officers of the Corporation and approved by the Board of Directors by a two-thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

ARTICLE XII
LIMITATIONS ON ACTIONS

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, Officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political

campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors or Officers, and the private property of the subscribers, members, Directors and Officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

(a) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(b) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(c) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(d) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or

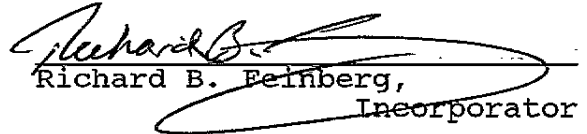
(e) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

ARTICLE XIII **DISSOLUTION**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be

selected by the last Board of Directors. None of the assets will be distributed to any member, Officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 30th day of December, 1998.


Richard B. Feinberg,
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of December, 1998 by RICHARD B. FEINBERG, the foregoing Incorporator, who is personally known to me and who did take an oath.

NOTARY PUBLIC:


My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT



Gail D. Kocemba
MY COMMISSION # CC690543 EXPIRES
November 16, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I, hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date:

December 30, 1998


Richard B. Feinberg,
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of December, 1998 by RICHARD B. FEINBERG, Registered Agent, who is personally known to me and who did take an oath.

NOTARY PUBLIC:


My Commission Expires:

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Gail D. Kocemba
MY COMMISSION # CC690543 EXPIRES
November 16, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
98 DEC 31 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA