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FILED
99 NOV 29 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 23, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

EFFECTIVE DATE
11-23-99

Re: Professional Image Consultants, Inc.

600003055866--6
-11/29/99--01144--009
*****70.00 *****70.00

To whom it may concern:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Professional Image Consultants, Inc. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy stamped to show the date of filing to the undersigned.

Sincerely,

days (727) 725-7771.
Alternate # (727) 638-9880.

Shelley Rush
647 C Yorkshire Ct.
Safety Harbor, FL 34695

SR:bmj
Enclosures 3

727/2557, 2551, 2550
2/99-27530

D. BROWN JAN 11 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 2, 1999

SHELLEY RUSH
647 C YORKSHIRE COURT
SAFETY HARBOR, FL 34695

SUBJECT: PROFESSIONAL IMAGE CONSULTANTS, INC.
Ref. Number: W99000027520

We have received your document for PROFESSIONAL IMAGE CONSULTANTS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 399A00056956

EFFECTIVE DATE
11-23-99

**ARTICLES OF INCORPORATION
OF
PROFESSIONAL IMAGE CONSULTANTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby organize for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, right, privileges, immunities and liabilities of the corporations for profit.

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be:

Professional Image Consultants, Inc.

The principal place of business and mailing address of the corporation is:

647 C Yorkshire Ct.
Safety Harbor, Florida 35695

ARTICLE II - PERIOD OF DURATION

The period of duration of this corporation is perpetual, commencing on the date of execution and acknowledgement of these articles or the earliest date allowable by the Division of Corporations, unless dissolved according to law.

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is to engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue 7,000 shares of \$1.00 par value common stock. Stock shall be issued under the terms, provisions, and conditions of Section 1244 of the Internal Revenue Code.

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:

Shelley Rush
647 C Yorkshire Ct.
Safety Harbor, Florida 34695

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two directors, initially, and the number of directors may be increased or decreased by amendment of the bylaws of the corporation but shall in no case be less than one.

The name and street address of the members of the initial board of directors is as follows:

Shelley Rush, President & Secretary
Jeffrey Rush, Vice President
647 C Yorkshire Ct.
Safety Harbor, Florida 34695

ARTICLE VII - INCORPORATORS

The names and address of the initial subscribers signing these articles are as follows:

Shelley Rush
Jeffrey Rush
647 C Yorkshire Ct.
Safety Harbor, Florida 34695

ARTICLE VIII - BYLAWS

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

A special meeting of the shareholders shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and the adoption of the bylaws.

ARTICLE IX - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these articles of incorporation shall be issued under the terms, provisions, and conditions of Section 1244 of the Internal Revenue Code.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

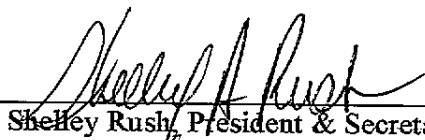
Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts set opposite their names:

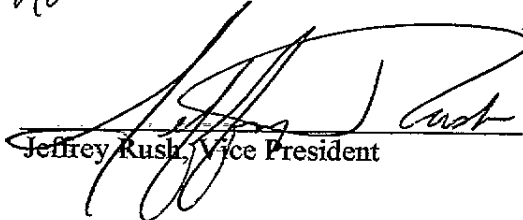
Shelley Rush 100 shares
Jeffrey Rush 100 shares

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend, addend, or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

In witness whereof, the undersigned Incorporators have executed these Articles of Incorporation, this 23 day of November 1999.


Shelley Rush, President & Secretary


Jeffrey Rush, Vice President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1 The name of the corporation is: Professional Image Consultants Inc.

2. The name and address of the registered agent and office is:

Shelley Rush
(Name)

647 C. Yorkshire Ct.
(P.O. Box not acceptable)

Safety Harbor, FL 34695
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Shelley A. Rush
(Signature)

12/10/99
(Date)