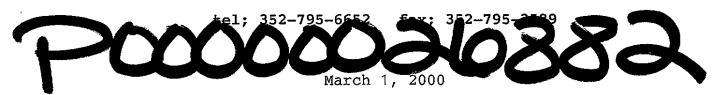
C.A.T. OF CITRUS COUNTY, INC. D/B/A JAYCEE ENTERPRISES 4 NE Third St. Crystal River, Fl 34429



Department of State
Divisions of Corporations
P O Box 6327
Tallahassee Florida 32314

Re; ALTERNATIVE EDGE, INC..

Gentlemen:

With regard to the above captioned, please find:

- 1. Certificate for "Reistered Agent"
- 2. Articles Of Incorporation
- 3. Check No. 2879 to cover the following:
 - a. \$35.00 to register corporation
 - b. \$35.00 to register agent
 - c. \$52.50 for return of certified copy6.

Thanking you in advance for your usual prompt and courteous attention to the above,

Very truly yours,

Claire A Titus, Accountant

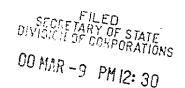
JAYCEE ENTERPRISES

encl.

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C 3/16/00

ARTICLES OF INCORPORATION OF ALTERNATIVE EDGE, INC.



ARTICLE I

The name of this Corporation is ALTERNATIVE EDGE, INC.

ARTICLE II

The corporation shall have perpetual existence commencing on the date of this filing of these articles with the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawfull business for which corporations may be incorporated under chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE

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CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common-stock which shall be designated as "Common Shares".

ARTICLE VI

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of share thereof (as neasrly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6156 W. Pine Circle, Crystal River Fl 34429 and the initial registered agent of this corporation at that address is Bradley Neal Ross

ARTICLE

VIII

INITIAL BOARD OF DIRECTORS

The number of officers may be increased from time to time by the by-laws; however, there shall never be more than ten. The name and address of the initial officers and directors are:

President/Treasurer BRADLEY NEAL ROSS SSN; 453-63-1143

Vice President/Secretary SCOTT T. MAYROSE

SSN; 152-66-4405

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator signing these articles is:

BRADLEY NEAL ROSS 6156 W PINE CIR CRYSTAL RIVER FL 34429

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed

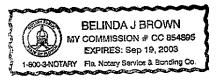
Bradley Neal Ross

STATE OF FLORIDA COUNTY OF CITRUS

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Bradley Neal Ross known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

SEAL

NOTARY PUBLIC STATE OF FLORIDA



CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPT-ANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with sections 48.091 and 607.034, Florida Statutes the following is submitted:

First that, ALTERNATIVE EDGE, INC. desiring to organize or qualify under the laws of the state of Florida with it's principle place of business at:

6156 W Pine Cir Crystal River Fl 34429 has named Bradley Neal Ross who is located at 6156 W Pine Cir Crystal River Florida 34429 as it's agent to accept services of process within Florida.

Bradley Neal Ross, Incorporator

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Bradley Neal Ross REGISZERED AGENT

SUCRETARY OF STATE VISION OF CORPORATION 10 MAR -9 PM 12: 30