

P 00000036312

Jeffrey A. Loy
Softfade, Inc.
P. O. Box 15755
Clearwater, FL 33766-5755

March 31, 2000

FILED
00 APR -5 PM 8:29
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

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


300003196533-5
-04/05/00--01031--001
*****78.75 *****78.75

Re: Softfade, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$78.75. This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above-named corporation.

Very truly yours,


Jeffrey A. Loy
Softfade, Inc.

Enclosures

check stapled here

F. OGDEN

APR 1 1 2000

ARTICLES OF INCORPORATION

of

Softfade, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is Softfade, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Office and Agent of this Corporation is:

T. S. Chechele
5625 Central Avenue
St. Petersburg, FL 33710

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

Jeffrey A. Loy 2871 Gloria Court Clearwater, FL 33761	President
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Timothy V. Coffin 19664 Lost Creek Drive Ft. Myers, FL 33912	Vice President
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Bruce Baker 165 Lake Shore Drive Palm Harbor, FL 34683	Vice President
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The method of electing directors shall be stated in the corporation's bylaws.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is as follows:

Jeffrey A. Loy
2871 Gloria Court
Clearwater, FL 33761

ARTICLE VIII - CORPORATE OFFICE

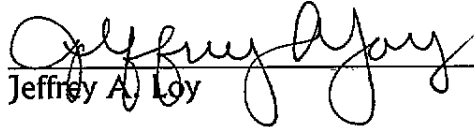
The corporation's principal office address shall be as follows:

2871 Gloria Court
Clearwater, FL 33761

The corporation's mailing address shall be as follows:

P. O. Box 15755
Clearwater, FL 33766-5755

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of March, 2000.

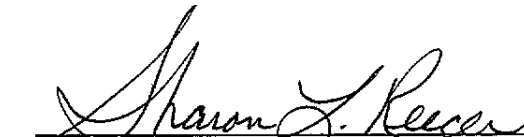


Jeffrey A. Loy

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jeffrey A. Loy, known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 31st day of March, 2000.



Notary Public, State of Florida at Large
My Commission Expires:



CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
Softfade, Inc.

FILED
00 APR -5 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

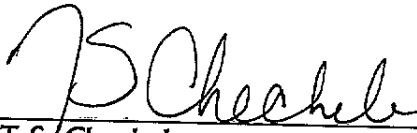
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

5625 Central Avenue
St. Petersburg, FL 33710

has named T. S. Chechele located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



T.S. Chechele
Registered Agent