000480E

THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 072100000032

REFERENCE: 692624

7212271

AUTHORIZATION :

\$ 70.00 COST LIMIT :

ORDER DATE: May 10, 2000

ORDER TIME : 2:34 PM

ORDER NO. : 692624-005

CUSTOMER NO: 7212271

CUSTOMER: Mr. Karl F. Davis

MR. KARL F. DAVIS MR. KARL F. DAVIS 220 S.w. 9th Avenue

Unit 519

Hallandale, FL 33009

DOMESTIC FILING

NAME:

TRANSIENT, INC.

EFFECTIVE DATE:

XX ___ ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ____ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

WW -12339

EXAMINER'S INITIALS:

500003247525--8



FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

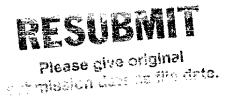
00 MAY 10 PM 2: 29

FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 11, 2000

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: TRANSIENT, INC. Ref. Number: W00000012339



We have received your document for TRANSIENT, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6973.

Claretha Golden Document Specialist

Letter Number: 000A00026406



00 MAY 10 PM 2: 29

ARTICLES OF INCORPORATION

OF

FACE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FACE, INC.

The address of the principal office of this corporation shall be 220 S. W. 9th Avenue, Unit 519, Hallandale, Florida 33009, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Karl F. Davis

220 S. W. 9th Avenue Unit 519 Hallandale, Florida 33009

00 MAY 10 PM 2: 29

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

> The Company Corporation 1013 Centre Road Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on May 10, 2000.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

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