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ACCOUNT NO. : 072100000032

REFERENCE : 729056 128761A

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 70.00

ORDER DATE : June 13, 2000

ORDER TIME : 8:41 AM

ORDER NO. : 729056-005

CUSTOMER NO: 128761A

CUSTOMER: Paul A. Gelep, Esq
PAUL A. GELEP, ESQ
PAUL A. GELEP, ESQ
7419 U.s. Highway 19

700003286407--9

New Port Richey, FL 34652

DOMESTIC FILING

NAME: BARE BUBBLES, INC.

EFFECTIVE DATE: _

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons - EXT.

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 13 AM 10:59

RECEIVED
00 JUN 13 PM 10:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304
[Signature]

**ARTICLES OF INCORPORATION
OF
BARE BUBBLES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 13 AM 10:59

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:

BARE BUBBLES, INC.

The address of the principal office of this corporation shall be 4651 Gazania Street, New Port Richey, Florida 34652, 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 500 shares of common stock having a value of \$1.00 per share.

ARTICLE IV. REGISTERED AGENT

The address of the corporation's initial registered office is 4651 Gazania Street, New Port Richey, Florida 34652, and the name of the initial registered agent of the corporation at said address is BRUCE R. ABARE.

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 two (2) Directors, initially. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1). The names and addresses of the initial members of the Board of Directors are:

BRUCE R. ABARE
Director

4651 Gazania Street
New Port Richey, Florida 34652

MARIA A. BRADY
Director

7730 Bloomfield Drive
Port Richey, Florida 34668

ARTICLE VII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE VIII. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE VIV. INDEMNIFICATION

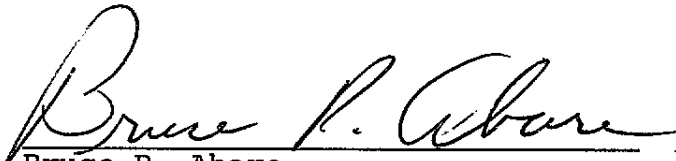
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. INCORPORATOR

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

BRUCE R. ABARE
4651 Gazania Street
New Port Richey, Florida 34652

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 31st day of May, 2000.


Bruce R. Abare
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

BRUCE R. ABARE, having a street address 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.

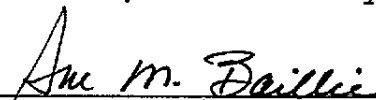

Bruce R. Abare
Registered Agent

STATE OF FLORIDA)
 : ss.:
COUNTY OF PASCO)

BEFORE ME, the undersigned authority, personally appeared BRUCE R. ABARE, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth. That he produced the following as identification: Known To me personally.

IN WITNESS WHEREOF, I have hereunder set my hand and seal at Holiday, in the said County and State, this 31st day of May, 2000.

My Commission Expires: 6/9/2002



Notary Public
Printed Name: Sue M. Baillie



Sue M. Baillie
MY COMMISSION # CC746599 EXPIRES
June 9, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 13 AM 10:59