

P00000072016

Fleshware Inc.
948 Sumter Road E.
West Palm Beach, FL 33415

July 7, 2000

Secretary of State
Division of Corporations
Capital Building
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 28 AM 10:13

Dear Sirs:

Enclosed are two (2) copies of the Articles of Incorporation of FLESHWARE INC. and the appointment of a registered agent for filing purposes.

Also enclosed is a check for \$122.50 to cover charter tax, filing fees, registered agent filing fee, and cost of a certified copy of the articles. Please send a certified copy to me.

Thank you for your prompt attention to this matter.

Sincerely,

Cassandra E Croy
Cassandra E Croy

Christian P. Bentall
Christian P. Bentall

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****122.50 *****78.75

524
W00-17926

7/28/00



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 28 AM 10:13

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 18, 2000

FLESHWARE INC.
948 SUMTER ROAD E.
WEST PALM BEACH, FL 33415

SUBJECT: FLESHWARE, INC.
Ref. Number: W00000017926

We have received your document for FLESHWARE, INC.. However, the document has not been filed and is being returned for the following:

YOU MAY FILE USING ONLY ONE (1) REGISTERED AGENT AND ONLY ONE (1) HAS TO SIGN. PLEASE DELETE ONE.

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: 600A00039266

EFFECTIVE DATE

7/24/00

FLORIDA CORPORATION
FLESHWARE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

00 JUL 28 AM 10:13

The undersigned hereby make, subscribe and acknowledge these Articles of Incorporation in order to organize and incorporate a business for profit under the laws of the State of Florida Statutes, Chapter 607.

ARTICLE I = NAME

The name of the corporation is FLESHWARE, INC.

ARTICLE II = NATURE OF BUSINESS

The general nature of the business is to design and make jewelry.

ARTICLE III = DURATION & EXISTENCE

The duration of this corporation shall be perpetual. Corporate existence shall commence immediately upon the subscription and acknowledgment herein to be followed by the filing of the Articles of Incorporation to the Department of State within the five days as allowed by Florida Statute 607.167.

ARTICLE IV = CAPITAL

The amount of capital with which this corporation will begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V = ADDRESS

The initial street address in Florida of the principal office is : 948 Sumter Road E., West Palm Beach, FL 33415.

ARTICLE VI = POWER

The Corporation may engage in any activity of business permitted under the laws of the United States and shall have the general powers enumerated in 607.011 of the Florida General Corporation Act which Section is incorporated by reference as if fully set forth herein.

ARTICLE VII = CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 7,500 of par value of one dollar (\$1.00).

ARTICLE VIII - DIRECTORS, OFFICERS AND SUBSCRIBERS

The number of directors constituting the initial board of directors are one, and the name and address of the person(s) to serve as the director until the first annual meeting of the shareholders or until successors are elected or qualified is:

Christian P. Bentall
948 Sumter Road E.
West Palm Beach FL 33415

ARTICLE IX - REGISTERED AGENT

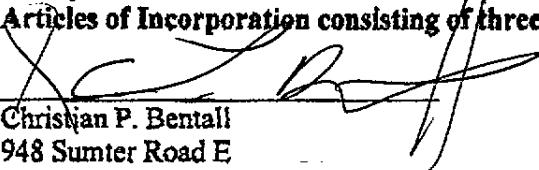
Pursuant to 607.034 Florida Statutes, the undersigned designed designate as its Registered Agent the below to accept service of process:

Christian P. Bentall
948 Sumter Road E.
West Palm Beach FL 33415

ARTICLE X = GENERAL

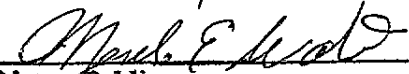
- A. Unless otherwise stated in the By-laws, every stockholder who has the right to vote, shall have the right to vote in person or by proxy.
- B. Unless otherwise provided in the By-laws, no stockholder shall have a pre-emptive right to purchase his/her pro rata share of new stock.
- C. Unless otherwise provided in the By-laws, cumulative voting shall not be permitted.

IN WITNESS WHERE OF, the undersigned being the Incorporator of FLESHWARE, INC. Under 607.161 and subscribing to their respective shares of Common Stock \$1.00 par value, have made and subscribed these Articles of Incorporation at West Palm Beach, Palm Beach County, Florida 33415. With the Articles of Incorporation consisting of three pages, this being the second.


Christian P. Bentall
948 Sumter Road E.
West Palm Beach FL 33415
(561) 471-9312

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

SWORN TO AND SUBSCRIBED before me this 24 day of July 2000.


Notary Public
My commission expires JAN 25 - 2001



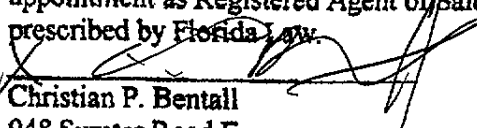
CERTIFICATE OF REGISTERED AGENT

RE: Fleshware, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Pursuant to Article IX of the Articles of Incorporation of FLESHWARE, INC. and in accordance with Florida Statute 607.084 Registered Agent the undersigned accepts the appointment as Registered Agent of Said Corporation for service of process and as prescribed by Florida Law.

00 JUL 28 AM 10:13


Christian P. Bentall
948 Sumter Road E
West Palm Beach FL 33413
(561) 471-9312

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

SWORN TO AND SUBSCRIBED before me this 24 day of July 2000.


NOTARY PUBLIC

My commission expires: JAN 25 2001

