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TRANSMITTAL LETTER

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

EFFECTIVE DATE
7-1-00

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-08/02/00--01062--007
*****78.75 *****78.75

SUBJECT: Wearing Works Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 Filing Fee & Certificate of Status

FROM: Margaret L. Wearing
573 Whispering Lakes Blvd.
Tarpon Springs, FL 34689-9022
(727) 942-7792

FILED
00 AUG -2 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FL 32314

8-7
WC

**State of Florida
ARTICLES OF INCORPORATION**

FILED
00 AUG -2 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator adopts these Articles of Incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is:
Wearing Works Inc.

EFFECTIVE DATE

7-1-00

Article 2. The principal place of business and mailing address of this corporation is:
573 Whispering Lakes Blvd.
Tarpon Springs, FL 34689-9022

Article 3. The corporation is authorized to issue one class of stock, that being 20 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

Article 5. The effective date of this filing is July 31, 2000 at 12 o'clock PM.

Article 6. The name and address of the corporation's initial registered agent is:
Margaret L. Wearing
573 Whispering Lakes Blvd.
Tarpon Springs, FL 34689-9022

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this document, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent: Margaret L. Wearing Date: 7-31-00

Article 7. The name and street address of the incorporator of this corporation is:
David M. Wearing
573 Whispering Lakes Blvd.
Tarpon Springs, FL 34689-9022

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below.

Date: 7/31/00

Signature of Incorporator: David M. Wearing