

FROM : Florida Accounting Service
Division of Corporations

PHONE NO. : 904 6776735

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P00000115570

Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Phossil's Elements, Inc.

Certificate of Status	0
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FROM : Florida Accounting Service

PHONE NO. : 904 6776735

Dec. 19 2000 07:13AM P1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 18, 2000

FLORIDA ACCOUNTING SERVICE

SUBJECT: PROSSIL'S ELEMENTS, INC.
REF: W00000029557

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

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Neysa Culligan
Document Specialist

FAX Aud. #: E00000051167
Letter Number: 200A00063402

AUDIT NUMBER H000000511675

ARTICLES OF INCORPORATION OF
PHOSSIL'S ELEMENTS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation for profit pursuant to chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is: PHOSSIL'S ELEMENTS, INC.

ARTICLE II: DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these articles of incorporation with the Department of The State Of Florida.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful business activities in the State Of Florida

ARTICLE IV: SHARES

This corporation is authorized to issue 500 shares of \$ 1.00 par value common stock.

ARTICLE V: QUORUM FOR STOCKHOLDER'S MEETING

Unless other wise provided for in the corporation's bylaws, A majority of the shares entitled to vote, represented in by person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI: INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The street address of the initial principal office of this corporation is 533 N. Nova Road, Suite 115, Ormond Beach, Fl. 32174 and the name of the initial registered agent of this corporation is FLORIDA STATE ACCOUNTING, INC., whose address is 533 N. Nova Road, Suite 115, Ormond Beach, Florida 32174-4421.

PREPARED BY:

NAME : Joseph Clark
ADDRESS : 533 N. Nova Road, Suite 115
: Ormond Beach, Fl. 32174
PHONE # : 904-673-2752

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ARTICLE VII: INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either increased or diminished from time to time in the manner provided in the by-laws, but shall never be less than one. The name(s) and street addresses of the initial directors of the corporation are as follows:

Joseph Clark
533 N. Nova Road, Suite 115
Ormond Beach, Fl. 32174

ARTICLE VIII: RESTRICTIONS OF TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the corporation's by-laws, no shares of the capital stock of this corporation may be transferred without prior approval of the corporation's board of directors.

ARTICLE IX: INDEMNIFICATION

The corporation shall indemnify its officers, the directors and authorized agents for all liabilities incurred directly, indirectly, or incidentally to the services Performed for the corporation, to the fullest extent permitted under florida law existing now or hereinafter enacted.

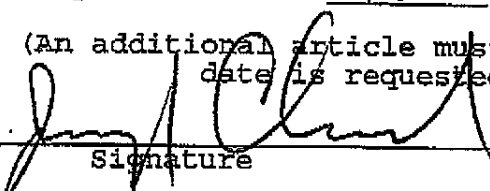
The name(s) and street address(es) of the corporation's incorporator to these articles of incorporation is (are):

Joseph Clark
533 N. Nova Road, Suite 115
Ormond Beach, Fl. 32174

The undersigned incorporator(s) has(have) executed these articles of Incorporation this 18 day of DECEMBER, 2000

(An additional article must be added if an effective date is requested).

X


Signature

NOTARIZATION IS NOT REQUIRED

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

AUDIT NUMBER H000000511675

ARTICLE X: RESTRICTIONS OF TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the corporation's by-laws, no shares of the capital stock of this corporation may be transferred without prior approval of the corporation's board of directors.

ARTICLE XI: INDEMNIFICATION

The corporation shall indemnify its officers, the directors and authorized agents for all liabilities incurred directly, indirectly, or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

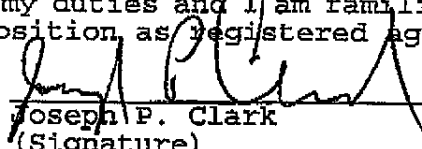
1. The name of the corporation is: PHOSSIL'S ELEMENTS, INC.
2. The name and address of the registered agent and office is:

FLORIDA STATE ACCOUNTING, INC.
(name)

533 N. NOVA ROAD, SUITE 115
(P.O. Box not acceptable)

ORMOND BEACH, Florida 32174-4421
(City/State/Zip)

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, 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.


Joseph P. Clark
(Signature)
PRESIDENT

DATE 12/15/00

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