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Indianapolis, Indiana 46204

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JEFFREY A. BALDWIN
THOMAS P. DAKICH

T.R. FOX

January 31, 2002

Division of Corporations
409 E. Gaines
Tallahassee, FL 32399

FEDEX DELIVERED

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-02/04/02--01070--012

*****78.75 *****78.75

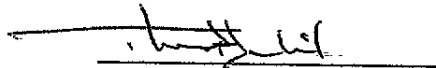
RE: ECLECTICALLY YOURS, INC.

To Whom It May Concern:

Enclosed please find two (2) original executed Articles of Incorporation for the above corporation together with a check in the amount of seventy eight dollars and seventy five cents (\$78.75) and a return envelope. Please file the corporations and return one file stamped original, together with the Certificate of Incorporation, in the enclosed envelope.

In the event you should have any questions or comments, please do not hesitate to contact me at 813.294.5217. Thank you for attention to this matter.

Sincerely,


Thomas P. Dakich

TPD/bms

w02-3796
g2/8



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 8, 2002

THOMAS P. DAKICH
151 NORTH DELAWARE ST., STE. 1510
INDIANAPOLIS, IN 46204

SUBJECT: ECLECTICALLY YOURS, INC.
Ref. Number: W02000003796

We have received your document for ECLECTICALLY YOURS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 202A00007958

**ARTICLES OF INCORPORATION
OF
ECLECTICALLY YOURS, INC.**

FILED
02 FEB 25 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, desiring to form a corporation pursuant to the provisions of the Florida Corporations Act, its amendments and its successors (hereinafter referred to as "Act"), execute the following Articles of Incorporation:

ARTICLE I-NAME

The name of the Corporation shall be "ECLECTICALLY YOURS, INC.", hereinafter referred to as "Corporation".

ARTICLE II-PRINCIPAL OFFICE AND MAILING ADDRESS

The Principal Office and Mailing Address for the Corporation is as follows:

**1324 Seven Springs Blvd., Suite 181
New Port Richey, Florida 33655**

ARTICLE III-INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent of the Corporation is:

**PATRICIA BRUNETTE BARRATT
1324 Seven Springs Blvd., Suite 181
New Port Richey, Florida 33655**

ARTICLE IV-INCORPORATOR

The name and address of the Incorporator of the Corporation shall be as follows:

**Thomas P. Dakich
ONE DAT CENTER
5905 Johns Road
Tampa, Florida 33634**

ARTICLE V-PURPOSES AND POWERS

Section 1. Purposes. The purposes for which this Corporation is incorporated are to transact any and all lawful business.

Section 2. Powers. Subject to limitation and/or restriction by the Act, and other law or any provisions of these Articles, the Corporation shall have:

- a. The same capacity to act as possessed by natural persons, and to do anything necessary for the accomplishment of any purpose hereinbefore set forth and to do anything incidental thereto that is not in contradiction to the law;
- b. The power to transact business in any state of the United States or in any foreign country or at sea;
- c. The power to have, exercise and enjoy all the rights, privileges and powers granted to corporations by the Act or any other law, including the laws of equity and common law.

ARTICLE VI-BOARD OF DIRECTORS

Section 1. Number. The Board of Directors of Corporation shall at all times be comprised of two (2) persons.

Section 2. Changes in Number of Directors. Members of the Board of Directors shall be appointed and elected by the Shareholders and the number of directors of Corporation may be changed only by the vote of the shareholders and in accordance with the provisions of the By-Laws of Corporation.

Section 3. Exercise of Powers. The Board of Directors shall direct the carrying out of the purpose assigned and directed by the Shareholders and exercise the powers of the Corporation without previous approval of the Shareholders except for those issues that effect the specific ownership structure of the Corporation.

Section 4. Specific Exception to Powers. No director may bind or in any manner act on behalf of the Corporation without the express prior written consent of the other member of the Board of Directors.

ARTICLE VII-REGULATION OF BUSINESS AND CONDUCT OF CORPORATE AFFAIRS

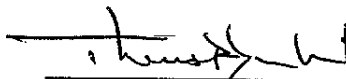
Section 1. Indemnification. Every person who is or was a Director of Corporation shall be indemnified by the Corporation against any and all liabilities and reasonable expenses incurred by such person in his or her official capacity, provided compliance with the Act and the standard of conduct described therein. Upon the demand for such indemnification, the Corporation shall determine whether such person is entitled to said indemnification by the approval of the majority of the Board of Directors.

Section 2. Code of By-Laws. The Code of By-Laws shall be ratified by the approval of a majority of the issued shares of the stock and the Board of Directors of the Corporation shall not have the power, without the consent of the majority of the issued shares, to make, alter, amend or repeal the Code of By-Laws of Corporation.

Section 3. Amendments to Articles of Incorporation. The Shareholders reserve the right to amend, alter, change or repeal any provision(s) contained in either the Code of By-Laws or these Articles of Incorporation, or any amendment hereto, or to add any provision to the Code of By-Laws or the Articles or to any amendment hereto only with the majority consent of the issued shares.

Section 4. Number of Shares. There shall be one thousand (1000) shares of stock of Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation and certifies the truth of the facts herein this 29th day of January, 2002.



Thomas P. Dakich
Incorporator

I affirm under the penalties of perjury that these facts are true.



Thomas P. Dakich
Incorporator

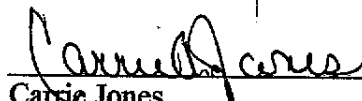
STATE OF FLORIDA)

)ss:

COUNTY OF HILLSBOROUGH)

I, Carrie Jones, a Notary Public in and for the State of Florida, hereby certifies that Thomas P. Dakich, an attorney licensed by the state of Indiana under Indiana Supreme Court number 4810-49 with driver's license number 8940-57-5852, appeared before me, executed these Articles of Incorporation and swore to the truthfulness of the facts stated therein.

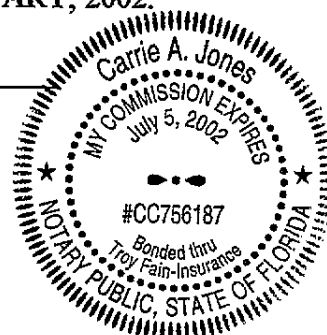
THIS NOTARY SEAL MADE THIS 29th DAY OF JANUARY, 2002.



Carrie Jones
Notary Public

Commission Expiration Date:

July 5, 2002



FILED
02 FEB 25 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Patricia Brunette Barratt, a resident of the state of Florida over the age of eighteen (18) years, do hereby affirm as follows:

- 1. I am familiar with the duties and responsibilities required to be a Registered Agent for a Florida corporation.**
- 2. I hereby agree to accept the duties and responsibilities of being the Registered Agent of Eclectically Yours, Inc., a Florida corporation.**

Dated this 13th day of February, 2002.


Patricia Brunette Barratt