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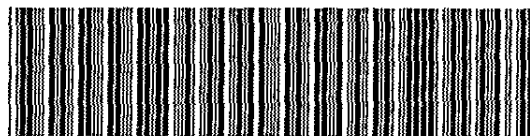
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04 MAR 29 PM 2:56
TALLAHASSEE, FLORIDA

#4/1/04

JAMES N. CASESA, P.A.

Attorney at Law

MEMBER:
FLORIDA BAR
NEW YORK BAR

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TELEPHONE (727) 323-4719
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CRAIG PLOTNER
LEGAL ASSISTANT

IN REPLY REFER TO

March ²⁶~~24~~, 2004

Division of Corporations
Secretary of State
The Capitol
409 E. Gaines Street
Tallahassee, FL 32399

RE: BACKE INNOVATIONS, INC.

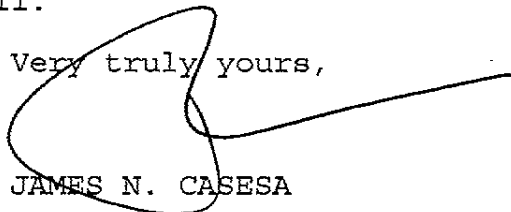
Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. I have also enclosed a check in the amount of \$70.00 for the filing and designation of the registered agent.

Please process this at your earliest opportunity and return a date stamped uncertified copy of the Articles of Incorporation to this office in the self-addressed stamped envelope provided.

Thank you for your assistance. If you have any questions, please do not hesitate to call.

Very truly yours,


JAMES N. CASESA

JNC\kh

Enclosures

ARTICLES OF INCORPORATION

FOR

BACKE INNOVATIONS, INC.

FILED

04 MAR 29 PM 2:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is BACKE INNOVATIONS, INC..

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To own and operate: manufacture & distribute merchandise.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to more fully accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one thousand (1000). Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

ARTICLE FIVE

The street address of the initial registered office of the Corporation and the name of it's initial registered agent at such address is:

Matthew Backe
3043 Overlook Pl.
Clearwater FL 33760

The street address of the initial principal office of the Corporation is:

3043 Overlook Pl.
Clearwater FL 33760

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is four (4). The name and address of each person who is to serve upon the initial board of directors are:

Matthew Backe
3043 Overlook Pl.
Clearwater FL 33760

Michael Backe
3043 Overlook Pl.
Clearwater FL 33760

John Backe
6033 Venetian Blvd. NE
St. Petersburg FL 33703

Margie Backe
8480 Tallahassee Dr. NE
St. Petersburg FL 33702

ARTICLE SEVEN

The name and address of the incorporator is:

Matthew Backe
3043 Overlook Pl.
Clearwater FL 33760

EXECUTED by the undersigned at St. Petersburg, Pinellas County, Florida on the 26 day of March, 2004.


Matthew Backe

ACKNOWLEDGMENT

STATE OF FLORIDA)

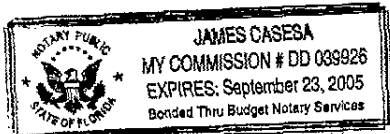
COUNTY OF PINELLAS)

BEFORE ME, personally appeared , who is personally known to me or presented _____ as identification, and is to me well known to be the person described in and who executed the forgoing articles of incorporation and acknowledged to and before me that the said articles were executed for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, this 26 day of March, 2004, at St. Petersburg, Pinellas County, Florida.

My commission expires:


Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

BACKE INNOVATIONS, INC.

DESIRING TO ORGANIZED OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS AT CITY OF CLEARWATER, STATE OF FLORIDA HAS NAMED:

MATTHEW BACKE


AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

TITLE: Vice President

DATE: 3/26/04

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

DATE: 3/26/04