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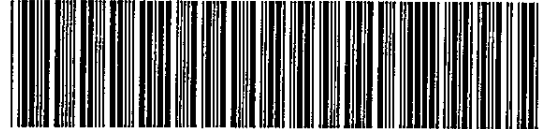
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V. J. Alvarez & Associates, P.A.

Attorneys and Counselors At Law

4230 South MacDill Avenue, Suite F ♦ Tampa, Florida 33611
Telephone 813.835.1955 ♦ Facsimile 813.835.0744
P.O. Box 10858 ♦ Tampa, Florida 33679-0858
vjaltvarezpa@mindspring.com

July 28, 2004

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: DESPERATE MEASURES WORLDWIDE, INC.

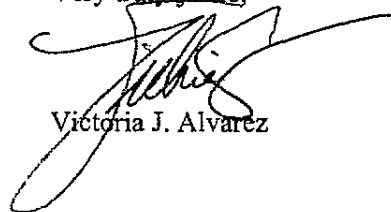
Dear Secretary of State:

Enclosed for filing is **an original and a copy** of the Articles of Incorporation of the above-referenced new corporation.

Also enclosed is check number 4592 in the amount of \$78.75, representing your filing fee, registered agent fee and certified copy fee. Please certify the enclosed copy of the Articles and return the same to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

If you should have any questions, please do not hesitate to call.

Very truly yours,



Victoria J. Alvarez

VJA:dm

Enclosures

cc: Charles B. Connor, President (w/o enc)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
DESPERATE MEASURES WORLDWIDE, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

DESPERATE MEASURES WORLDWIDE, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

**18504 Sunward Lake Place
Lutz, Florida 33549**

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be **Ten Thousand (10,000)** shares of common stock with a par value of **One Dollar (\$1.00)** per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

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DIVISION OF CORPORATIONS
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(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V
Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. The existence of this corporation thereafter shall be perpetual.

ARTICLE VI
Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 18504 Sunward Lake Place, Lutz, Florida 33549 and the initial registered agent of this corporation at such office shall be **CHARLES B. CONNOR**. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII
Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII
Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two (2) members, such members to hold office until their successor(s) have been duly elected and qualified. The name and street address of the initial directors are:

Name

Address

Charles B. Connor

**18504 Sunward Lake Place
Lutz, Florida 33549**

Laura M. Connor

**18504 Sunward Lake Place
Lutz, Florida 33549**

**ARTICLE IX
Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Address

Charles B. Connor

**18504 Sunward Lake Place
Lutz, Florida 33549**

**ARTICLE X
By-Laws**

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

**ARTICLE XI
Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

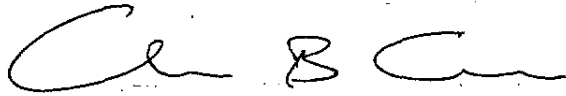


CHARLES B. CONNOR

DESPERATE MEASURES WORLDWIDE, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **CHARLES B. CONNOR**, have been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 28 day of July, 2004.

A handwritten signature in cursive script, appearing to read 'Charles B. Connor', written over a horizontal line.

CHARLES B. CONNOR

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