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(Requestor's Name)

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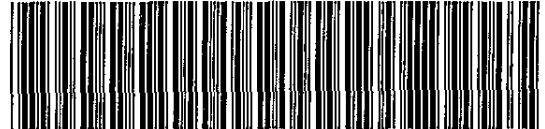
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06/20/05--01029--018 **78.75

FILED
05 JUN 20 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
THRASHER, THRASHER & THRASHER
Attorneys And Counselors At Law, Chartered

908 North Gadsden Street
Tallahassee, Florida 32303-6316

Elwin R. Thrasher, Jr.
Elwin R. Thrasher, III (Trey)

(850) 224-8685
Fax (850) 224-1254

June 17, 2005

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Subtle Changes, Inc.

Gentlemen:

Enclosed is the original and one copy of Articles of Incorporation with regard to the above-named. A check in the amount of \$78.75 is enclosed to cover the fees as set forth below:

Filing Fee	35.00
Certified Copy of Articles	8.75
Designation of Registered Agent	<u>35.00</u>
Total	\$78.75

Thank you for your assistance.

Sincerely,



Elwin R. Thrasher, Jr.

ERT:

**ARTICLES OF INCORPORATION
OF
Subtle Changes, Inc.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F. S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

Article I - Name

The name of the corporation is Subtle Changes, Inc..

Article II - Duration

The term of existence of the corporation is perpetual.

Article III - Purpose

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV - Stock

The corporation is authorized to issue 7,500 shares, all of which shall be common shares, at \$1.00 par value.

Article V - Registered Office and Agent

The name and address of the initial registered agent and the office of this corporation is as follows: Elwin R. Thrasher, Jr., 908 North Gadsden Street, Tallahassee, Florida 32303.

Article VI - Incorporator

The name and address of the incorporator signing these Articles of Incorporation is Susan Ason, 3441 Riverina Drive, Pensacola, Florida 32514.

Article VII - Mailing Address Of Corporation

The mailing address of the initial principal office of the corporation is 3441 Riverina Drive, Pensacola, Florida 32514.

Article VIII - Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

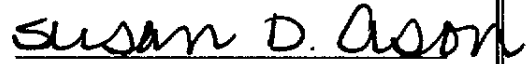
Article IX - Management By Shareholders

The business of the corporation shall be managed by the shareholders without a board of directors.

Article X - Indemnification

The Corporation shall indemnify its officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on June 6, 2005.



Incorporator

Having been named to act as registered agent for the above-named corporation, at the place designated in these Articles, I hereby accept such appointment. I further state that I am familiar with, and accept the obligations provided for in F.S. §607.0501.



Registered Agent