

Gary S. Edinger

Attorney at Law

1110 N.W. 8th Street • Gainesville, FL 32601 • Phone (904) 336-4440 • FAX (904) 336-4441

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 21, 1995

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399
(904) 488-9000

BY FEDERAL EXPRESS

RE: Incorporation of We Dare to Bare, Inc.

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-02/22/95--01040--007
***122.50 ***122.50

Dear Sir or Madam:

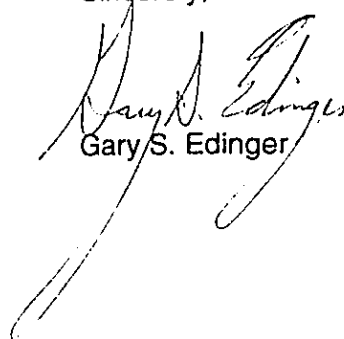
Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following items:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00
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TOTAL	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,


Gary S. Edinger

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Enclosures

**ARTICLES OF INCORPORATION
OF
WE DARE TO BARE, EXIT 73, I-75, INC.**

The undersigned subscriber to the Articles of Incorporation being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is WE DARE TO BARE, EXIT 73, I-75, INC.

ARTICLE II

General Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of capital stock the Corporation shall be authorized to have outstanding is 1,000 shares of Class A voting common stock with 1 mill (\$0.001) par value and 1,000 shares of Class B nonvoting common stock with 1 mill (\$0.001) par value. The corporation shall have a lien on its shares of stock for any debts or liability incurred to it by a shareholder before being notified of the transfer or levy on such shares.

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TALLAHASSEE, FLORIDA

ARTICLE IV

Duration

This corporation shall exist perpetually, commencing upon filing of these Articles.

ARTICLE V

Initial Principal Office and Registered Agent

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be as follows:

GARY S. EDINGER, Esquire
1110 N.W. 6th Street
Gainesville, Florida 32601

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VI

Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

Initial Director

The name of the initial director of this Corporation and his street address is:

<u>Name</u>	<u>Address</u>
JERRY SULLIVAN	Route 15, Box 1741 Lake City, Florida 32024

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) are elected or appointed and are qualified, whichever first occurs.

ARTICLE VIII

Indemnification

The Corporation shall have the authority, but is not required to indemnify any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to Florida law.

ARTICLE X

Incorporator

The names and street address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
JERRY SULLIVAN	Route 15, Box 1741 Lake City, Florida 32024

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by two-thirds vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

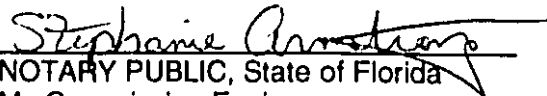
IN WITNESS THEREOF, the undersigned subscriber has executed these
Articles of Incorporation on this 14th day of February, 1995.


JERRY SULLIVAN

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared JERRY
SULLIVAN, who is personally known to me and who did not take an oath, and
who executed the foregoing Articles of Incorporation, and acknowledged before
me that he subscribed to same on the 14 day of February, 1995.




NOTARY PUBLIC, State of Florida
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

The following is submitted, in compliance with Section 48.091, Florida
Statutes:

That WE DARE TO BARE, EXIT 73, I-75, INC., desiring to organize under
the laws of the State of Florida with its principal office as indicated in the Articles
of Incorporation at the City of Gainesville, County of Alachua, State of Florida
has named GARY S. EDINGER, Esquire, located at 1110 N.W. 6th Street, City of
Gainesville, County of Alachua, State of Florida as its agent to accept service of
process within this State.

ACKNOWLEDGEMENT

Having been named to accept the service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the responsibility to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping open said office.

BY:



GARY S. EDINGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gary S. Edinger

Attorney at Law

305 N.E. 1st Street • Gainesville, FL 32601 • Phone (904) 338-4440 • FAX (904) 337-0696

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July 7, 1995

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

100001534241
-07/11/95--01024--013
*****87.50 *****87.50

RE: Articles of Amendment: We Dare to Bare

Dear Sir or Madam:

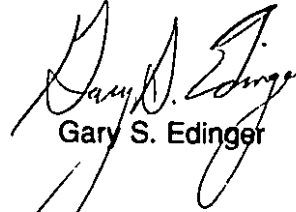
Enclosed are the original and one copy of the Articles of Amendment changing the name of We Dare to Bare, Exit 73, I-75, Inc. to We Bare All, Exit 73, I-75, Inc.. Also enclosed is a check in the amount of \$87.50, representing payment of the following items:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
TOTAL	\$87.50

Please file the enclosed Articles of Amendment and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,


Gary S. Edinger

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Enclosures

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DIVISION OF CORPORATIONS

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**FIRST ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
WE DARE TO BARE, EXIT 73, I-75, INC.**

These First Articles of Amendment to the Articles of Incorporation of WE DARE TO BARE, EXIT 73, I-75, INC. were adopted by the Board of Directors and Shareholders of the Corporation on June 28, 1995, at a duly constituted special meeting of the said Directors and Shareholders. Accordingly, the Board of Directors and Shareholders do hereby amend, by unanimous vote (which vote is sufficient to approve an amendment), to change the name of the corporation from WE DARE TO BARE, EXIT 73, I-75, INC. to WE BARE ALL, EXIT 73, I-75, INC., and to amend the Articles of Incorporation accordingly, which Amendment shall become effective as of June 28, 1995.

ARTICLE I

Article I of the Articles of Incorporation, is hereby amended to change the name of the Corporation to WE BARE ALL, EXIT 73, I-75, INC. as set forth below:

"ARTICLE I

Name

The name of this corporation is WE BARE ALL, EXIT 73, I-75, INC."

APPROVED by the Shareholders and Directors and certified by the President and Secretary of the Corporation this 28th day of June, 1995.


JERRY SULLIVAN, Director


JERRY SULLIVAN, Shareholder

CERTIFIED:

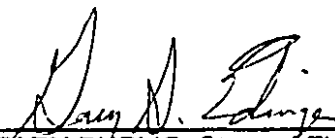

JERRY SULLIVAN, President

ATTEST:


JERRY SULLIVAN, Secretary

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, appeared JERRY SULLIVAN, who is personally known to me and who did not take an oath and he acknowledged before me that he is the President and Secretary of the foregoing Corporation and that he subscribed to these Articles on the 7th day of ^{July}~~June~~, 1995.


NOTARY PUBLIC, State of Florida
My Commission Expires:

