

P960000 4568 Charge Number only

1/15/96 Lisa

Shapiro & Associates
Requestor's Name
10853 NE 2nd AVE # 304
Address
North Miami Beach FL 33162
City State ZIP Phone
652-3999

VALIDATION ONLY

FILED
96 JAN 16 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

BARE NECESSITIES, INC.

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DIVISION OF CORPORATION

EMPIRE Toll Free: 1-800-432-3028

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F. CHESSEY JAN 16 1995

ARTICLES OF INCORPORATION
OF
BARE NECESSITIES, INC.

ARTICLE I
CORPORATE NAME

The name of the Corporation is: BARE NECESSITIES, INC.

ARTICLE II

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida. The Corporation shall exist perpetually.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One-Hundred (100) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE IV

PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V

INDEMNIFICATION

The Corporation shall indemnify any officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND

INITIAL REGISTERED AND PRINCIPAL OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT:	ROGER C. FARRELL
INITIAL REGISTERED OFFICE:	19101 N.E. 18TH AVENUE MIAMI, FLORIDA 33179
INITIAL PRINCIPAL OFFICE OF CORPORATION:	19101 N.E. 18TH AVENUE MIAMI, FLORIDA 33179

ACKNOWLEDGEMENT AND CONSENT
OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status consent to ac' in this capacity and agree to comply with all the requirements of law pertaining thereto.


ROGER C. FARRELL
REGISTERED AGENT

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is/are one (1).

ARTICLE VIII

The names and addresses of the initial members of the Board of Directors is:

ROGER C. FARRELL
19101 N.E. 18TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33179

ARTICLE IX

INITIAL DIRECTORS

The names and addresses of the Incorporator executing these Articles of Incorporation is/are:

INCORPORATOR: ROGER C. FARRELL

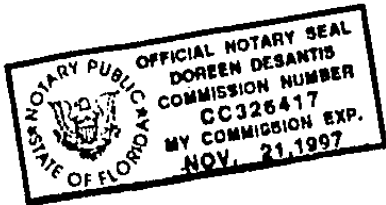
ADDRESSES: 19101 N.E. 18TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33179

Roger C. Farrell
ROGER C. FARRELL, INCORPORATOR
FILED
96 JAN 11 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE) ;SS

I HEREBY CERTIFY that on this day before me, a notary public, duly-authorized in the State and County above-named to take acknowledgements, personally appeared ROGER C. FARRELL, to be known to be the person described as the incorporator, and who executed the foregoing Articles of Incorporation.

The foregoing instrument was acknowledged before me this 10 day of January, 1996, by ROGER C. FARRELL, who is personally known to me or who has produced D.L., as identification and who did take an oath.



Doreen Desantis
NAME OF ACKNOWLEDGER; TYPED,
PRINTED OR STAMPED
[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: