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October 21, 1996

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

RE: Under Wraps of Central Florida, Inc.

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Articles of Incorporation for Under Wraps of Central Florida, Inc., together with our firm's check in the amount of \$122.50, representing the filing fee for said articles. Please return a certified filed copy of the enclosed to the undersigned at your earliest convenience.

Sincerely,

Helen Brock Ford
Helen Brock Ford
Paralegal

/hbf
Enclosures

FILED
DIVISION OF CORPORATIONS
96 OCT 25 PM 11:36

ag 10/29/96

ARTICLES OF INCORPORATION
OF

FILED
CLERK OF STATE
CORPORATIONS
95 OCT 25 AM 11:37

UNDER WRAPS OF CENTRAL FLORIDA, INC.

ARTICLE I - NAME

The name of this corporation is UNDER WRAPS OF CENTRAL FLORIDA, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation and mailing address is 158 Olive Tree Circle, Altamonte Springs, Florida 32714.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 158 Olive Tree Circle, Altamonte Springs, Florida 32714 and the initial registered agent of this corporation at that address is Scott M. Barodte.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Scott M. Barodte	158 Olive Tree Circle Altamonte Springs, Florida 32714

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the members of this corporation's initial Board of Directors are as follows:

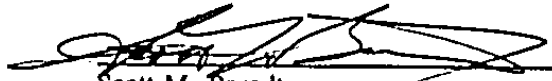
Scott M. Barodte

158 Olive Tree Circle
Altamonte Springs, Florida 32714

Frank D. Usina, Jr.

158 Olive Tree Circle
Altamonte Springs, Florida 32714

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 21 day of October, 1996.



Scott M. Barodte

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is UNDER WRAPS OF CENTRAL FLORIDA, INC.
2. The name and address of the registered agent and office is:

Scott M. Barodte
158 Olive Tree Circle
Altamonte Springs, Florida 32714

UNDER WRAPS OF CENTRAL
FLORIDA, INC.

By: 
Scott M. Barodte

Title: Incorporator

Dated this 21 day of October, 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


Scott M. Barodte

Dated this 21 day of October, 1996.

96 OCT 25 11:11:37
SECRET
FBI STATE
COMMUNICATIONS SECTION