

8960000 90418

October 10, 1996

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

FILED
96 OCT 31 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: VERY RARE INC.

400001992264--6
-10/31/96--01065--005
*****70.00 *****70.00

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of VERY RARE INC. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



JOHN E PERRY
4315 HWY 98 EAST, DESTIN, FL 32541

PLEASE CALL IF ANY QUESTIONS 904-654-9115 OR
1800 434-6245 ext. 7082

MAIL ALL INFORMATION TO 34863 Emerald Coast Pkway
Destin FL 32541

P. CHESSEB NOV 6 1996

**ARTICLES OF INCORPORATION
OF**

VERY RARE INC.

ARTICLE I

The name of the Corporation is VERY RARE INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 34863 EMERALD COAST PKW., DESTIN, FL 32541.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.

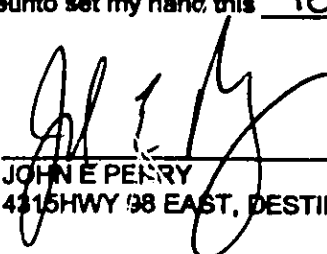
ARTICLE IV

The address of the initial registered office of the Corporation is 34863 EMERALD COAST PKW., DESTIN, Florida 32541, and the name of the Corporation's initial registered agent for service of process at such address is JOHN E PERRY.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
JOHN E PERRY, 4315HWY 98 EAST, DESTIN, FL 32541.

IN WITNESS WHEREOF, I have hereunto set my hand this 10 day of
Oct, 1996.



JOHN E PERRY
4315HWY 98 EAST, DESTIN, FL 32541

FILED
96 OCT 31 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

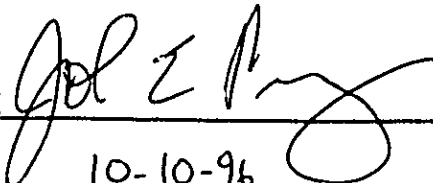
1. The name of the corporation is: **VERY RARE INC.**
2. The name of the registered agent and office is:

JOHN E PERRY
34863 EMERALD COAST PKW., DESTIN, Florida 32541

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

DATE _____


10-10-96

FILED
96 OCT 31 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA