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PAUL T. BLEAM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 15, 1996

Secretary of State
Division of Incorporation
P.O.Box 6327
Tallahassee, Florida 32314

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To Whom It May Concern:

Please find enclosed the Articles of Incorporation for:

FLORIDA BIKINI TEAM, INC.

I hereby deliver these articles of incorporation and appropriate filing fees and request the Department of State to file these articles of incorporation in accordance with Chapter 607.164 of Florida Statutes.

Sincerely,

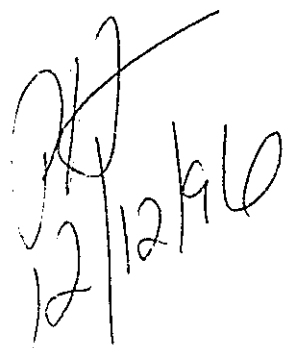


Paul T. Bleam

enclosures: articles of incorporation
certificate designating place of business and
naming registered agent

filing fees: articles of incorporation filing 35.00
registered agent 35.00
certified copy 52.50

122.50



ARTICLES OF INCORPORATION
OF

FILED

Florida Bikini Team, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, subscribes, acknowledges, and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name & Address

The name of this corporation is:

Florida Bikini Team, Inc.

The address of the principle office is:

**4454 Cluster Drive
Orlando, FL 32808**

ARTICLE II

Term of Existence

This corporation shall commence as of the date of the filing on these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE III

Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 750,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V

Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be **Paul T. Blean**. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is **4454 Cluster Drive, Orlando, FL 32808**.

ARTICLE VI
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one(1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

Name	Address
Paul T. Blearn	4454 Cluster Drive Orlando, FL 32808

ARTICLE VIII
Incorporator

The name and street address of the incorporator is:

Name	Address
Paul T. Blearn	4454 Cluster Drive Orlando, FL 32808

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE X
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

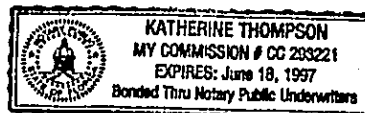
IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 16 day of October, 1996.


Paul T. Blead

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16 day of October, 1996 by Paul T. Blead, who is personally known to me or who has produced Florida Driver License as identification and who did (did not) take an oath.


Notary Public, State of Florida

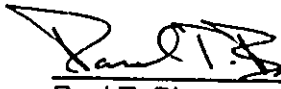


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

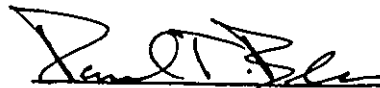
In compliance with Chapter 607.034, Florida Statutes,
the following is submitted:

That **Florida Bikini Team, Inc.**, desiring to organize or qualify under the laws of
the State of Florida, with its principal place of business at the City of **Orlando**, State of
Florida, has named **Paul T. Bleam** located at **4454 Cluster Drive**, City of **Orlando**, State
of **Florida**, as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business
of the registered agent are identical.


Paul T. Bleam Date 10-15-96
President

Having been named to accept service of process for the above-named corporation,
at the place designated in this certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.


Paul T. Bleam
Registered Agent
15 OCT. 1996
Date

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FILED
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA