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DAVID SYMINGTON SMITH

COUNSELOR AT LAW

129 AVENUE "K" S. E.

WINTER HAVEN, FLORIDA 33880

941-299-8687

REPLY TO: P. O. BOX 9159

WINTER HAVEN, FLORIDA 33883

FILED
97 JUN -6 AM 8:32
TALLAHASSEE, FLORIDA

December 30, 1996

Secretary of State
Corporate Records Bureau
Div of Corporations
P.O. Box 6327
Tallahassee FL 32301

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-01/07/97--01127--003
*****70.00 *****70.00

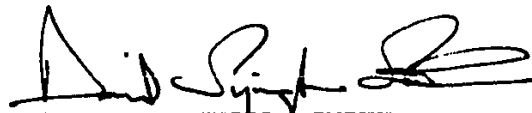
RE: Nudesign Group, Inc.
Curt Benjamin, VP

Dear Clerk:

Please find enclosed Articles of Incorporation to be filed for the above along with our trust check in the amount of \$70 to cover the cost of filing.

With best regards, I am

Sincerely,



DAVID SYMINGTON SMITH
Counselor at Law

DSS/nls
Enclosure

me 1/13/97

ARTICLES OF INCORPORATION
OF
NUDESIGN GROUP, INC.

FILED
97 JAN -6 PM 3 32
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of this corporation is Nudesign Group, Inc.

ARTICLE II DURATION

This corporation shall exist perpetually. Corporate existence shall commence with the filing of these articles with the Secretary of State.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 600 shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V CORPORATE PRINCIPAL OFFICE, MAILING ADDRESS,
DESIGNATION OF REGISTERED AGENT AND AGENT'S ADDRESS

Nudesign Group, Inc., principal office is located at 336 Bartow Municipal Airport, Bartow, FL 33830, the initial Registered Agent is Curt Benjamin, and the agent's address is 60 Brevard Dr., SE, Winter Haven, FL 33884.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

James D. Poulsen, President
3618 Amber Lane
Lakeland, FL 33813

Curt Benjamin, Vice President
60 Brevard Drive, SE
Winter Haven, FL 33884

Angela M. Rossie, Secretary
1910 Plantation Kay Cir, Apt 305
Brandon, FL 33511

ARTICLE VII INCORPORATORS

The name and address of the person signing these articles is:

Curt Benjamin
60 Brevard Drive, SE
Winter Haven, FL 33884

ARTICLE VIII MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the share holders of this corporation.

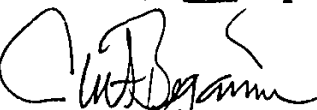
ARTICLE IX INDEMNIFICATION

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

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation on this the 30 day of December, 1996.

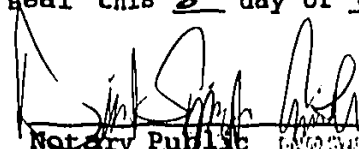


Curt Benjamin, Vice President

STATE OF FLORIDA
COUNTY OF POLK

Before me personally appeared Curt Benjamin to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to an before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 30 day of December 1996.



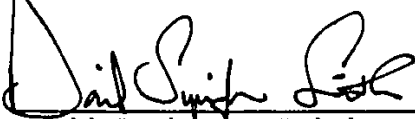
Notary Public


DAVID CHRISTOPHER SMITH
NOTARY PUBLIC
COMMISSION # 1183
EXPIRATION DATE 11/01/97

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
FOR NUDESIGN GROUP, INC.

I, Curt Benjamin, accept appointment as Registered Agent for
Nudesign Group, Inc. I am familiar with and accept the duties and
responsibilities as Registered Agent for said corporation.

WITNESS:


David Symington Smith


Curt Benjamin
REGISTERED AGENT


Nancy Schaper

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TOLSON, J. EDGAR