

P47000055205

COMPUBOOK SYSTEMS, INC.

ACCOUNTANTS IN PUBLIC PRACTICE

P.O. BOX 18586
TAMPA, FLORIDA 33679
813-877-4595
FAX 813-877-4789

June 19, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

800002219338--9
-06/23/97--01027--004
****122.50 ****122.50

Gentlemen:

Enclosed please find the articles of incorporation for:

Incantations, Inc.

Please find a check in the amount of \$122.50 which should cover all incorporation fees including certified copy. If you have any questions, please give me a call.

Sincerely,

Denise Savino

Denise A. Savino
DAS/dd
Encl.

EFFECTIVE DATE
6-19-97

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INCORPORATIONS
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6-24-97
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ARTICLES OF INCORPORATION
OF

Incantations, Inc.

EFFECTIVE DATE
6-19-97

The name of the corporation is Incantations, Inc.

ARTICLE TWO

The period of its duration is perpetual. The effective date of the corporation is June 19, 1997.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation shall have authority to issue is 100 shares of the par value of One Dollar (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$100 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered agent and office is 1207 North Himes Avenue, Tampa, Florida, and the name of its initial registered agent at such address is Denise Savino.

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ARTICLE SEVEN

The number of directors constituting the initial board of directors is two. The name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address	Title
Brian V. Barkauskas	11402-3 rd St N #4 St. Petersburg, Florida 33716	President
Kristie M. Andreotti	11402-3 rd St N #4 St. Petersburg, Florida 33716	Vice-Pres

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers.

ARTICLE NINE

The name of the initial officers of the corporation is:

Brian V. Barkauskas
Kristie M. Andreotti

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

ARTICLE ELEVEN

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE TWELVE

Each stockholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

ARTICLE THIRTEEN

If a shareholder desires to sell his shares of stock, the buyer must be approved by all shareholders.

ARTICLE FOURTEEN

The principal office address of Incantations, Inc. is 11402-3rd St N #4,
St. Petersburg, Florida 33716

ARTICLE FIFTEEN

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year.

ARTICLE SIXTEEN

The stockholders make the Section 1244 election for the common stock.

ARTICLE SEVENTEEN

Stockholders will share in the profits of the corporation in their respective shares.

ARTICLE EIGHTEEN

The name and address of the incorporator signing these Articles of Incorporation is:

Denise Savino
1207 North Himes Avenue
Tampa, Florida 33607

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on the 19th day of June, 1997.

Denise Savino

Denise Savino

STATE OF FLORIDA

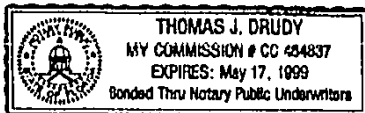
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 19th day of June, 1997 by Denise Savino. The person signing this document has appeared before me and is personally known.

Thomas J. Drudy

Notary Public, State of Florida at Large

My commission expires:



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SECRETARY OF STATE
DIVISION OF CORPORATIONS