



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

1997000056616

June 18, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/26/97--01045--004
*****70.00 *****70.00

RE: off the top of YOUR HEAD, inc.
P32904320FPUT

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for off the top of YOUR HEAD, inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

JUN 27 BSR

Regina Cephas
Regina Cephas
Vice President

enc.

FILED
97 JUN 26 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
off the top of YOUR HEAD, inc.

FILED
97 JUN 26 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be **off the top of YOUR HEAD, inc.**

SECOND: The address of the initial registered office of the corporation is 3260 W. New Haven Avenue, West Melbourne, FL 32904, County of Brevard. The name of the registered agent located at said address is Maurice Putrelo.

THIRD: The principal address of the corporation is 3260 W. New Haven Avenue, West Melbourne, FL 32904.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 shares at no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Maurice Putreli 3260 W. New Haven Avenue, West Melbourne, FL 32904.
Carmen Joseph Putrelo 299 Vinrose Circle SE, Palm Bay, FL 32909.

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is a Close Corporation.

NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow c/o The Company Corporation, 1313 N. Market Street,
Wilmington, DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified
above, declare that we have examined the foregoing this 17th day of June, 1997.

Wendy Snow

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this
17th day of June, 1997 by Wendy Snow.

Susan M. Griffin
Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow, 1313 N. Market Street,
Wilmington, DE 19801. (302) 575-0440.

FILED

97 JUN 26 AM 9:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this OFF The Top of Your Head, Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of West Melbourne, State of
Florida, has named MAURICE Putrelo located at
3260 W New Haven Ave
Melbourne Fla - 32904 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
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.

Maurice Putrelo
June 9 '97
Date