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TRANSMITTAL LETTER

August 7, 1997

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6237
TALLAHASSEE, FLORIDA 32314

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-08/21/97--01023--005
*****70.00 *****70.00

SUBJECT: In Living Color, Inc.

OUR FIRM IS ENCLOSING TWO ORIGINALS OF THE ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN THE AMOUNT OF \$70.00.

WE ARE REQUESTING ZERO CERTIFIED COPY(IES) OF THE ARTICLES OF INCORPORATION.

SINCERELY,

Louis Haskel, CPA

LOUIS HASKEL, CPA, PA
415 S SAN REMO AVE
CLEARWATER, FL 33756

FILED
97 AUG 21 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ENCLOSURES:

(4)

*Dmc
8/22/97*

ARTICLES OF INCORPORATION
OF
In Living Color, Inc.

ARTICLE I NAME

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation shall be In Living Color, Inc.

The principal office and mailing address of this corporation shall be 29773 66th Way N, Clearwater, Fl 33761

ARTICLE II EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE III PURPOSES

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time: 7,500 shares of the NO PAR VALUE.

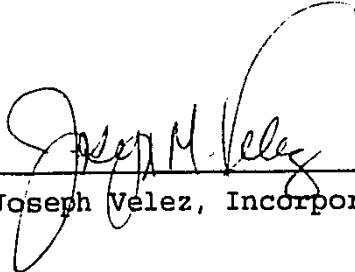
ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
Joseph Velez, 29773 66th Way N, Clearwater, Fl 33761.

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is; Joseph Velez, 29773 66th Way N, Clearwater, Fl 33761 .

The undersigned has executed these Articles of Incorporation this 7th day of August, 1997.



Joseph Velez, Incorporator

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CERTIFICATE OF DESIGNATION

97 AUG 21 PM 2:52

REGISTERED AGENT/REGISTERED ADDRESS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the Corporation is:

In Living Color, Inc.

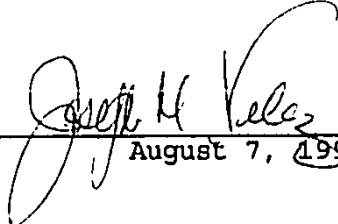
2. The name and address of the registered agent is:

Joseph Velez

29773 66th Way N

Clearwater, Fl 33761

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.


August 7, 1997