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August 29, 1997

Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

RE: CLASSY COMPUTER COVERS, INC.
My File No. R9192

800002282038--7

-09/02/97--01038--012

*****70.00 *****70.00

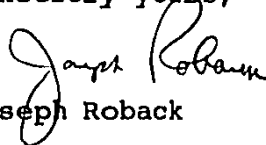
Ladies/Gentlemen:

Enclosed are the original Articles of Incorporation for the above company, along with a check in the amount of \$70.00 as your filing fee and the fee for designation of the registered agent.

Also enclosed is a photocopy of the Articles of Incorporation. Please stamp this copy with the filing information and return that copy to this office.

Thank you for your attention to this matter.

Sincerely yours,


Joseph Roback

JR:lc

Encl.

FILED
97 SEP -2 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Modest SEP 3 1997

ARTICLES OF INCORPORATION
CLASSY COMPUTER COVERS, INC.

We, the undersigned subscribers to these Articles of Incorporation, do hereby form a corporation for profit under the laws of the State of Florida, as follows:

ARTICLE I: NAME

The name of the corporation shall be CLASSY COMPUTER COVERS, INC.

ARTICLE II: PURPOSE

The general purpose for which the corporation is organized includes the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III: CAPITALIZATION

The aggregate number of shares which the corporation shall have authority to issue is FIVE THOUSAND (5,000) shares, each share having a par value of ONE DOLLAR (\$1.00).

ARTICLE IV: PRINCIPAL AND REGISTERED OFFICE AND AGENT

The principal and mailing address and initial registered office of the corporation is to be at 8206 25th Street East, Parrish, Florida 34219, and the initial registered agent at that address is MARYLIN STEWART.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

FILED
97 SEP -2 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI: DIRECTORS

The initial Board of Directors shall consist of two (2) individuals as follows: RICHARD W. STEINBERG of 3030 U.S. Highway 301, Ellenton, Florida 34222 and MARYLIN STEWART of 8206 25th Street East, Parrish, Florida 34219.

ARTICLE VII: INCORPORATORS

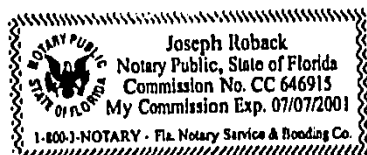
The corporation is being formed, and these Articles are being subscribed to by RICHARD W. STEINBERG and MARYLIN STEWART.

WHEREFORE, the undersigned, as the subscribing incorporators and designated registered agent, hereby subscribe to these Articles, and the designated registered agent accepts the designation as registered agent, and states that she is familiar with and accepts the duties and responsibilities as registered agent for said corporation, on the 27th day of August, 1997.

Marilyn Stewart
MARYLIN STEWART
Richard W. Steinberg
RICHARD W. STEINBERG

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me on the 27th day of August, 1997, by MARYLIN STEWART and RICHARD W. STEINBERG, who did not take an oath and who are either personally known to me or who presented the following as identification:
FLA DRIVERS LICENSES



Joseph Roback
Notary Public
Printed Name: JOSEPH ROBACK
My Commission Expires: 7/7/01