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LAW OFFICE OF
JO CLAIRE SPEAR, P.A.
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ST. PETERSBURG, FLORIDA 33702
PHONE (813) 578-0454 • FAX (813) 579-1202

September 5, 1997

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

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Scale Shopper, Inc.

To Whom it May Concern:

Enclosed are the original and one (1) copy of the executed Articles of Incorporation for the above-referenced corporation. Please endorse your approval of the Articles on the duplicate copy provided and return same to me in the enclosed postage-paid envelope.

My firm check in the amount of \$70.00 is enclosed to cover the Registered Agent fee (\$35.00) and the filing fee (\$35.00).

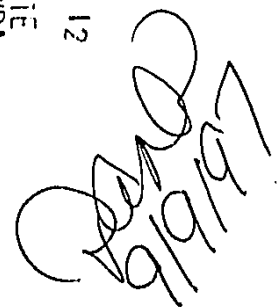
If you find any problems with the enclosed, or require additional information, please contact me by telephone at (813) 578-0454 rather than returning any documents. Thank you for your assistance.

Very truly yours,


Jo Claire Spear
Enclosures

cc: James M. Sexton

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SECRET
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
SCALE SHOPPER, INC.**

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SECRET
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is Scale Shopper, Inc. The address of the Corporation is c/o James M. Sexton, 6402 Badger Drive, Tampa, Florida 33610.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers herein named or for the enhancement of the value of the property of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common voting stock with a par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation is James M. Sexton and the street address of the initial registered office of the Corporation is c/o 6402 Badger Drive, Tampa, Florida 33610.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director 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 (1) nor more than five (5). The names and addresses of the initial members of the Board of Directors of this Corporation are:

James M. Sexton	6402 Badger Drive
	Tampa, Florida 33610

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE IX

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles are:

James M. Sexton
6402 Badger Drive
Tampa, Florida 33610

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.

Dated: September 5, 1997



JAMES M. SEXTON

ACKNOWLEDGMENT

STATE OF FLORIDA


COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES M. SEXTON, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of September, A.D., 1997.



JO CLAIRE SPEAR
My Commission CC411773
Expires Oct. 05, 1998
Bonded by HAI
800-422-1555



Jo Claire Spear
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Serial #: CC411773
My commission expires: 10/05/98

(Notary Seal)

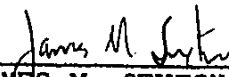
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Scale Shopper, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, c/o James M. Sexton, 6402 Badger Drive, Tampa, Florida 33610, has named James M. Sexton as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office and the provisions of Chapter 607.


JAMES M. SEXTON,
REGISTERED AGENT

ACKNOWLEDGMENT

STATE OF FLORIDA

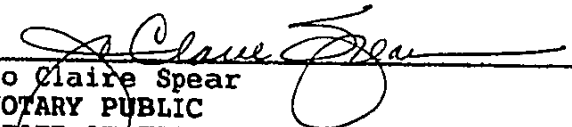
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES M. SEXTON, known to me and known by me to be the person who executed the foregoing Certificate Designating Registered Agent, and he acknowledged before me that he executed the Certificate Designating Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of September, A.D., 1997.



JO CLAIRE SPEAR
My Commission CC411773
Expires Oct. 05, 1998
Bonded by HAI
800-422-1555


Jo Claire Spear
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Serial #: CC411773

My commission expires: 10/05/98

(Notary Seal)

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