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GREGORY H. FISHER
ATTORNEY AT LAW

5520 FIRST AVENUE NORTH
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August 28, 1997

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

RE: Custom Bodies, Inc.

Gentlemen:

In reference to the above, I am transmitting herewith the following:

Original and one copy of the proposed Articles of Incorporation of Custom Bodies, Inc.
Check in the amount of \$122.50;

If satisfactory, please furnish this office with one certified copy of the Articles of Incorporation. Thank you for your assistance in this matter.

Sincerely,


Gregory H. Fisher

GHF:ah
Enclosures
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CUSTOM BODIES, INC.

FILED

97 SEP -8 AM 11:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is CUSTOM BODIES, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States of America and of this state.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have at any one time is 7500 shares of one class of voting stock, each share of which shall have a par value of \$1.00 per share.

ARTICLE V

ADDRESS

The initial registered office of this corporation is 745 Pinellas Bayway #107, St. Petersburg, Florida, 33715. The principal office and the name of the initial registered agent at such address is Dianne Villano-Brown. The physical address of said corporation is 745 Pinellas Bayway #107, St. Petersburg, Florida 33715.

ARTICLE VI

DIRECTORS AND OFFICERS

The number of directors of the corporation shall be one in number which may be increased by vote of the shareholders but shall never be less than one nor more than two. The name and address of each person who is to serve as a member of the Board of Directors and/or an officer and the number of shares subscribed by each, as set forth by their respective names, and who shall serve during the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

President:	Dianne Villano-Brown	500 shares
Director:	Dianne Villano-Brown	
Secretary:	Dianne Villano-Brown	

ARTICLE VIII

SUBSCRIBERS

The names and address of the incorporator of this corporation is as follows:

Dianne Villano-Brown
745 Pinellas Bayway #107
St. Petersburg, Florida 33715

ARTICLE IX

BY-LAWS

The by-laws of the corporation may be amended by a vote of the holders of two-thirds of the outstanding shares of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 27 day of August, A.D., 1997.


DIANNE VILLANO-BROWN

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared, DIANNE VILLANO-BROWN, who is personally known to me or who produced the following type of identification: FDL V451-160-66592-0

WITNESS my hand and official seal in the County and State named above this 27th day of August, A.D., 1997.

My Commission Expires:

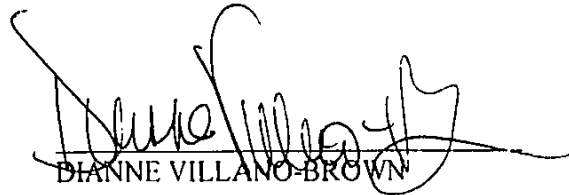


Carolyn Grace Harris
Notary Public
Carolyn Grace Harris
Notary Public Printed Name

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
WHICH SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

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

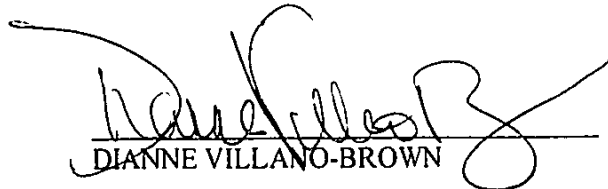
That Custom Bodies, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of St. Petersburg, County of Pinellas. State of Florida has named Dianne Villano-Brown, 745 Pinellas Bayway #107, St. Petersburg, Florida, 33715, City of St. Petersburg, County of Pinellas, State of Florida, as its agent to accept process within this state.



DIANNE VILLANO-BROWN

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.



DIANNE VILLANO-BROWN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA