

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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EFFECTIVE DATE
10.13.97

Universal Trends, Inc.

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File 600002320766--9
Trade/Service Mark 10/15/97 01008--034
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Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
/ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
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Date 10/

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ARTICLES OF INCORPORATION

OF

UNIVERSAL TRENDS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

EFFECTIVE DATE

10-13-97

The name of the Corporation is: UNIVERSAL TRENDS, INC.

ARTICLE II - DURATION

The duration of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 255 S. Orange Ave, Suite 1466, Orlando, Florida 32801, and the name of its initial Registered Agent at that address is Michael J. Gasdick.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial Principal Office of the corporation and its mailing address are:

12528 Park Avenue
Windermere, Florida 34786

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the Shareholders, but shall never be less than one (1). The name and address of the initial director of the Corporation is:

Rich Masi
12528 Park Avenue
Windermere, Florida 34786

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is as follows:

Michael J. Gasdick
255 S. Orange Ave, Suite 1466
Orlando, Florida 32801

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

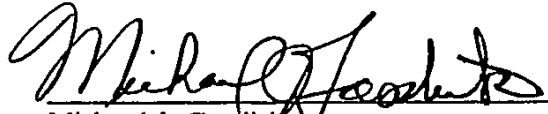
ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including any former Officer(s) and Director(s), to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 13th day of October, 1997.


Michael J. Gasdick

STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me personally appeared, Michael J. Gasdick, who is personally known to me, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of October, 1997.

Notary Public, State of Florida
My Commission Expires:

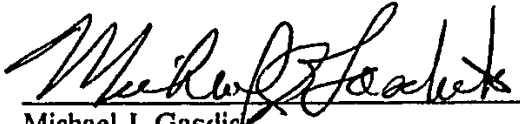


LISA O. MILLIGAN
MY COMMISSION # CC350081 EXPIRES
March 7, 1998
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of UNIVERSAL TRENDS, INC., which is contained in the foregoing Articles of Incorporation. The undersigned is a resident of Florida and is familiar with, and accepts, the obligations of this position

DATED this 13th day of October, 1997.


Michael J. Gasdick
Registered Agent

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