ATTORNEYS AT LAW

14217 THIRD STREET
DADE CITY, FLORIDA 33523

GLEN E. GREENFELDER A. R. "CHIP" MANDER, III T. PHILIP HANSON, JR. DAVID J. MURPHY DANIEL L. DWYER

January 15, 1998

352-567-0411 FAX: 352-567-7758 BROOKSVILLE 352-796-7900

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

900002404569--3 -01/20/98--01044--016 ****122.50 *****122.50

Re: Back to Basics, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named corporation. Please file the original, certify and return the copy to our office.

Also enclosed is our check in the amount of \$122.50 for your fees for filing the Articles of Incorporation, Registered Agent Certificate, and for certifying the copy.

If you have any questions, please do not hesitate to contact me.

Sincerely,

GREENFELDER, MANDER, HANSO

MURPHY & DWYER

David J. Murphy

DJM/mdw Enclosures

cc: Mr. Patrick Holcer

D. W.

ARTICLES OF INCORPORATION OF Back to Basics, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract he forms a corporation under the laws of the State of Florid

ARTICLE I - NAME

The name of this corporation is Back to Basics, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and engaging in any activities or business for which corporations may be incorporated under Chapter 607, Florida Statutes as now exist or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock which shall be designated as "common shares."

ARTICLE V - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the corporation is:

Principal Office

Mailing Address

Back to Basics, Inc. 32804 Massachusetts Avenue Post Office Box 173 San Antonio, FL 33576

Back to Basics, Inc. San Antonio, FL 33576

The name and address of the initial Registered Agent of the corporation is:

> David J. Murphy, Esquire 14217 Third Street Dade City, Florida 33523

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as authorized by the Bylaws; however, there shall never be less than one (1) director.

ARTICLE VII - INCORPORATION

The name and address of the incorporator signing these articles is:

> Patrick Holcer 32804 Massachusetts Avenue San Antonio, Florida 33576

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if

ARTICLES OF INCORPORATION - 2

shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the $\frac{14\%}{14\%}$ day of January, 1998.

PATRICK HOLCER

STATE OF FLORIDA COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PATRICK HOLCER, known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation and who furnished as proof of identification:

IN WITNESS WHEREOF I have set my hand and seal in the state and county above this 14th day of January, 1998.

My Commission Expires:

Notary Public

MARLA D. WHITE
My Comm Bap. 6/06/99
Bonded By Service Inc
No. CC469886

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Back to Basics, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 32804 Massachusetts Avenue, San Antonio, Florida 33576, has named David J. Murphy, Esquire, whose address is 14217 Third Street, Dade City, Florida 33523, as its agent to accept service of process within Florida.

DATED:

Jan. 14. 1998

SIGNED:

PATRICK HOLCER

ACCEPTANCE

Having been named to accept service of process the above-named corporation at the place designated in this certificate, the undersigned hereby agrees to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED:

Jan. 14, 1998

DAVID J. MURPHY

Registered Agent