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SUITE A-1-4
TAMPA, FL 33647

May 7, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32341-14

RE: MESOMORPHOSIS, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

From: James V. Viggiano, Jr., Esquire
19651 Bruce B. Downs Boulevard
Suite A-1-4
Tampa, FL 33647
(813) 907-0245

For: Mesomorphosis, Inc.
Millard Baker
14209 Cyber Place
103
Tampa, FL 33613

Thank you.

Sincerely,



James V. Viggiano, Jr., Esquire

JVV:cv
enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 14 AM 10:36

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**ARTICLES OF INCORPORATION
OF
MESOMORPHOSIS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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DIVISION OF CORPORATIONS
98 MAY 14 AM 10:36

ARTICLE I – NAME

The name of the corporation shall be: MESOMORPHOSIS, INC.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: Mesomorphosis, Inc., 14209 Cyber Place, # 103, Tampa, Florida 33613.

ARTICLE III – CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 (one hundred) shares of common stock.

ARTICLE IV – INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Heather Richardson, 14209 Cyber Place, #103, Tampa, Florida 33613.

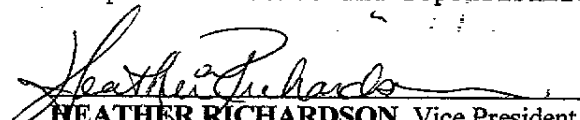
ARTICLE V – INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Millard Baker, 14209 Cyber Place, # 103, Tampa, Florida 33613.

The undersigned has executed these Articles of Incorporation this 11 day of May, 1998.


MILLARD BAKER, President

I am hereby familiar with and accepts the duties and responsibilities as registered agent for said corporation.


HEATHER RICHARDSON, Vice President/Registered Agent