

The Razor's Edge Body Jewelry, Inc.
P.O. Box 3994
Sarasota, Florida 34230

May 19, 1998

P98000048209

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

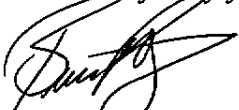
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***122.50 ***122.50

We are enclosing Articles of Incorporation for The Razor's Edge Body Jewelry, Inc. for your filing. Our check for \$122.50 is enclosed for the following:

\$ 35.00 - filing fee for Articles of Incorporation
52.50 - certified copy of Articles of Incorporation
35.00 - registration agent fee - Articles of Incorporation
\$122.50

Thank you for your attention to this matter.

Very truly yours,



Bruce Ripley

EFFECTIVE DATE

5-22-98

Enclosures

FILED
98 MAY 27 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

965-29-98

ARTICLES OF INCORPORATION OF
THE RAZOR'S EDGE BODY JEWELRY, INC.

FILED
98 MAY 27 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is The Razor's Edge Body Jewelry, Inc. The mailing address is P.O. Box 3994, Sarasota, Florida 34230.

EFFECTIVE DATE

5-22-98

Article II - Duration and Commencement

This corporation shall commence on May 22, 1998, and shall exist perpetually.

Article III - Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

Article IV - Capital Stock

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4956 80th Avenue Circle East, Sarasota, Florida 34243, and the name of the initial registered agent of this corporation at that address is Bruce Ripley.

Article VI - Management

This corporation shall be managed by the stockholder. The name and address of the initial stockholder of this corporation is Bruce Ripley, 4956 80th Avenue Circle East, Sarasota, Florida 34243.

Article VII - Incorporator

The name and address of the person signing these Articles is Bruce Ripley, 4956 80th Avenue Circle East, Sarasota, Florida 34243.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on MAY 20, 1998
(date)

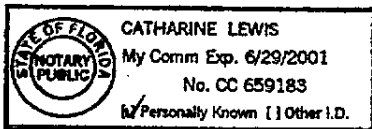


FILED
98 MAY 27 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF SARASOTA)

Before me, a notary public authorized to take acknowledgments in the state and county
set forth above, personally appeared BRUCE RIPLEY, known to me and known by me to
be the person who executed the foregoing Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal, in the state
and county aforesaid, on this 20 day of MAY 1998.



Catharine Lewis
Notary Public

My commission expires: 6/29/2001

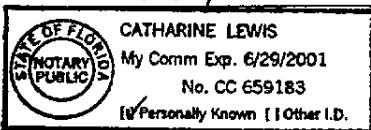
EFFECTIVE DATE
5-22-98

Having been named Registered Agent to accept service of process for the above stated
corporation at registered office designated in the Articles, I hereby accept such designation and
agree to serve as Registered Agent.



STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing Acceptance was acknowledged before me this 20 day of
MAY 1998, by BRUCE RIPLEY, as registered agent.



Catharine Lewis
Notary Public

My commission expires: 6/29/2001