

P980000 722 44

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

100002618061--1

-08/17/98--01140--001

*****70.00 *****70.00

SUBJECT:

CRITICAL MASS INTERNATIONAL, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

LL SWINEHART
(Name of Person)
CAPITAL SERVICES CO
(Firm/Company)
P.O. Box 419
(Address)
TAMPA FL 33601
(City, State and Zip Code)

98 AUG 17 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Should you need to call someone concerning this matter, please call:

LL SWINEHART at (813) 874-9907
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES OF INCORPORATION
OF
CRITICAL MASS INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person and competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

CRITICAL MASS INTERNATIONAL, INC. is the name of this organization.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida Corporation Law, as in effect from time to time.

ARTICLE IV. CAPITAL STOCK AUTHORIZED

This Corporation is authorized to issue one-thousand (1,000) shares of one dollar (\$1.00) per share par value common stock.

ARTICLE V. INITIAL BOARD OF DIRECTORS AND CORPORATE OFFICE

The number of members of the initial Board of Directors shall be one (1). The name of the initial director of this Corporations is:

Leland L Swinehart

The initial corporate office of this Corporation is:

**3314 Henderson Blvd. #100
Tampa, FL 33609**

**APPROVED
AND
FILED
98 AUG 17 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Articles of Incorporation
Critical Mass International, Inc.
Page 2

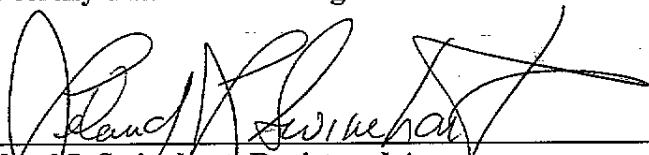
The address of each director of this Corporation is:

3314 Henderson Blvd. #100
Tampa, FL 33609

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of this Corporation is 3314 Henderson Blvd., #100, Tampa, FL 33609 and Leland L Swinehart is the name of the initial registered agent of this Corporation at that address.

I HEREBY ACCEPT appointment as the REGISTERED AGENT of his Corporation and certify that the above registered address is true and correct.



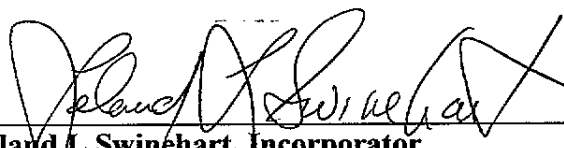
Leland L Swinehart, Registered Agent

ARTICLE VII. INCORPORATORS

The name and address of the person signing these Articles is:

Leland L Swinehart
3314 Henderson Blvd. #100
Tampa, FL 33609

IN WITNESS WHEREOF, I hereunto set my hand and seal this 13 day of August, 1998.



Leland L Swinehart, Incorporator

98 AUG 17 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED