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September 16, 1998

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***122.50 ***122.50

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation and Certificate of Incorporation for
The Patrice Enterprises, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above
referenced corporation. I have enclosed a check for \$122.50 for the
following:

| | |
|---------|--------------------------------------|
| \$35.00 | Filing fee |
| \$35.00 | Registered Agent Designation fee |
| \$52.50 | Florida Certificate of Incorporation |

I have enclosed a stamped, self addressed express envelope for the
completed documents return.

If you have any questions or comments, please do not hesitate to
contact me at (407) 422-5758. Thank you in advance for your cooperation.

Sincerely,


James E. C. Perry

JECP/vg
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-21859

TS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 23, 1998

JAMES E. C. PERRY, ESQ.
P.O. BOX 2248
ORLANDO, FL 32802-2248

SUBJECT: PATRICE ENTERPRISES, INC.
Ref. Number: W98000021859

We have received your document for PATRICE ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 298A00048126

ARTICLES OF INCORPORATION
OF
CONTOUR ARRANGEMENTS, INC.
(a Corporation for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation, CONTOUR ARRANGEMENTS, INC., under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation shall be CONTOUR ARRANGEMENTS, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the Corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the Corporation is organized is to do all things that are not forbidden by the Florida Corporation Laws or by other laws or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV - CAPITAL STOCK

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 1000 of Common Stock with a par value of \$1.00 per share.

Stated Capital. The sum of the par value of all shares of Common Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends. The holder(s) of the outstanding Common Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 5399 Elm Court, Orlando Florida, 32811, and the name of the initial registered agent is KAREN ROGERS CONN, and her signature below connotes acceptance of this designation.

ARTICLE VI - DIRECTORS

The initial Board of Directors and Officers shall consist of One (1) member, who needs not be residents of the State of Florida or a Shareholder of the Corporation.

The names and addresses of the persons who shall serve as officers until the first annual meeting of shareholders or until their successors have been elected and qualified, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|-------------------------------------|
| KAREN ROGERS CONN | 5399 Elm Court Orlando, FL 32811 |

ARTICLE VII - INCORPORATORS

The names and addresses of the initial incorporator are as follows:

NAME

ADDRESS

KAREN ROGERS CONN

5399 Elm Court
Orlando, FL 32811

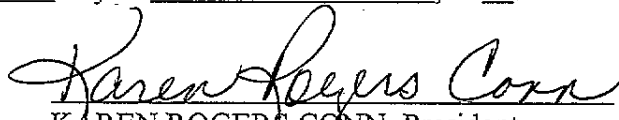
ARTICLE VIII - AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any stock or services, from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation on the _____ day of _____, 1998.


KAREN ROGERS CONN, President

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority personally appeared, KAREN P.CONN, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at the aforesaid State and County, this 21 day of December 1998.



LINDA L. BURKE
COMMISSION # CC583815
EXPIRES SEP 09, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

Linda L. Burke
NOTARY PUBLIC

My Commission Expires: 9/9/2000

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

RAPIER ENTERPRISES, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5399 Elm Court, Orlando, Florida, State of Florida, has named KAREN ROGERS CONN, located at 5399 Elm Court, Orlando, Florida 32811 as its agent to accept service of process within Florida.

Signature

Karen Rogers Conn
KAREN ROGERS CONN

Title

President

Date

Dec 21, 1998

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby agree to act in this capacity and

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature

Karen Rogers Conn
KAREN ROGERS, COVN

Date:

Dec. 21, 1998