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February 15, 1999

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VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-02/16/99-01056-008
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RE: Nasty, Inc.

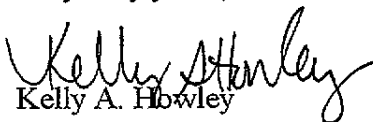
Dear Sir or Madam:

Enclosed are Articles of Incorporation on behalf of the above referenced corporation to be filed with your office as soon as possible. Also enclosed is the firm's check in the amount of \$70.00 to cover the required filing fees.

Please return evidence of filing to my attention as soon as possible. I have enclosed a return Federal Express envelope for your convenience.

Thank you in advance for your assistance in this matter. If you have any questions or problems, please call me at (404) 815-6328.

Very truly yours,


Kelly A. Howley
Legal Assistant

Enclosures

cc: Terry D. Aronoff, Esq. (w/o encls.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NASTY, INC.

I.

The name of the Corporation is:

Nasty, Inc.

II.

The Corporation shall have authority to issue not more than 10,000 shares, having a par value of \$0.01 each, all of which shall be of the same class and designated the "Common Stock." The Common Stock shall together have unlimited voting rights and be entitled to receive the net assets of the Corporation upon dissolution.

III.

The street address of the initial registered agent of the Corporation is 14804 58th Street North, Clearwater, Florida 33760. The initial registered agent of the Corporation at that office shall be Brian Yandrisovitz.

IV.

The name and address of the sole incorporator is:

Brian Yandrisovitz
14804 58th Street North
Clearwater, Florida 33760

V.

The principal place of business and mailing address of the Corporation shall be:

14804 58th Street North
Clearwater, Florida 33760

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VI.

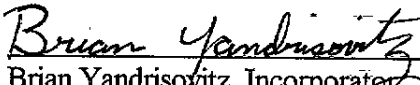
No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his duty of care or other duty as a director, provided, that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Florida Business Corporation Act or any successor law or laws.

VII.

The name of the person who will serve as the initial Director of the Corporation is:

Brian Yandrisovitz


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 12 day of February, 1999.


Brian Yandrisovitz, Incorporator

ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated as of the 12 day of February, 1999.


Brian Yandrisovitz
Registered Agent

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TALLAHASSEE, FLORIDA