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SARASOTA, FLORIDA 34236

BOARD CERTIFIED IN REAL ESTATE

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ALSO ADMITTED IN COLORADO

April 9, 1999

Florida Department of State
Division of Corporations
P. O. Box 5327
Tallahassee, Florida 32314

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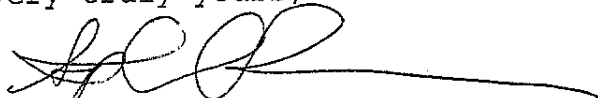
Re: THE SWEAT SHOP, INC.

Ladies/Gentlemen:

Enclosed are Duplicate Articles of Incorporation of THE SWEAT SHOP, INC., a Florida corporation. Please file the Articles of Incorporation and return a certified copy to my office.

Also enclosed is a check in the amount of \$87.50 constituting the filing fee. Please do not hesitate to contact this office should you have any questions.

Very truly yours,



Stephanie A. Reinicke

/sar

Enclosures

cc: Chantal Jensen

FILED
99 APR 12 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 14 1999

ARTICLES OF INCORPORATION
OF

THE SWEAT SHOP, INC.,
A Florida Corporation

FILED
99 APR 12 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
NAME

The name of this Corporation is THE SWEAT SHOP, INC., a
Florida corporation.

Article II
TERM OF EXISTENCE

Pursuant to the provisions of Florida Statutes, the existence
of the Corporation shall commence upon filing of these Articles.
The Corporation shall have perpetual existence thereafter unless
dissolved pursuant to Florida Statutes.

Article III
NATURE OF BUSINESS

This Corporation is organized for the following purpose:
To engage in any and all lawful business.

Article IV
POWERS

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate
name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at
pleasure, and to use the same by causing it, or a
facsimile thereof, to be impressed, affixed, or in any
other manner reproduced.

- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.

- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Principal Office --

The principal office and mailing address of this corporation shall be 5411 Aruba Drive, Sarasota, FL 34233.

ARTICLE VI
Capital Stock

This Corporation is authorized to issue ONE THOUSAND (1000) shares of common stock.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is 1800 Second Street, Suite 803, Sarasota, Florida 34236, and the name of the initial Registered Agent of this Corporation at that address is STEPHANIE A. REINICKE, ESQUIRE.

ARTICLE VIII
Directors

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1) director and no more than five (5) Directors. The names and addresses of the initial Director of this Corporation who shall serve until her successor(s) are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
CHANTAL JENSEN	5411 Aruba Place Sarasota, FL 34233

ARTICLE IX
Subscriber

The name and street address of the Incorporator signing these Article of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEPHANIE A. REINICKE	1800 Second Street, Ste. 803 Sarasota, FL 34236

ARTICLE X
Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI
Indemnification

The Corporation shall indemnify any Director or Officer, or any other former director or officer, to the full extent permitted by law.

ARTICLE XII
Mortgage or Pledge of Assets

The mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of a corporation for the purpose of securing the payment of performance of any contract, note, bond or other obligation of the Corporation may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of cash or other property, including shares, obligations or other securities of any other corporation, domestic or foreign, as shall be authorized by the Shareholders.

ARTICLE XIII
Removal of Directors

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIV
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

WITNESS my hand and seal at Sarasota, Florida, this 9th day
of April, 1999.


STEPHANIE A. REINICKE

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this
9 day of April 1999, by STEPHANIE A. REINICKE, who is
personally known to me or who produced _____ as
identification.



Lynn Terry
My Commission CC820768
Expires February 11, 2001

Lynn Terry
Notary Public Signature
Printed Name Lynn Terry
My commission expires: _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing
Articles of Incorporation as Registered Agent, hereby agrees to
accept said designation; to accept Service of Process; to keep the
office open during prescribed hours; to post my name (and any other
officers of said corporation) authorized to accept Service of
Process at the above Florida designated address) in some
conspicuous place in the office as required by law.

Stephanie A. Reinicke
STEPHANIE A. REINICKE
Registered Agent

FILED
99 APR 12 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA