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TRANSMITTAL LETTER

FILED
99 JUL -8 PM 6:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002926128--8
-07/08/99--01042--001
*****78.75 *****78.75

SUBJECT: A 2nd Glance, Inc.
(Proposed corporate name -- must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

 \$70.00
Filing Fee

 \$78.75
Filing Fee &
Certificate

 X \$78.75
Filing Fee &
Certified Copy

 \$131.25
Filing Fee,
Certified Copy &
Certificate

FROM:

A 2nd Glance Inc.
3301 SW Rosser Blvd
Port St. Lucie FL 34953

Robert Rogers
3301 SW Rosser
Port St. Lucie, FL 34953
561-336-5482

NOTE: Please provide the original and one copy of the articles.

B. BROWN JUL 14 1999

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.

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ARTICLE I NAME

The name of the corporation shall be:

A 2nd Glance, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3301 SW Rosser
Port St. Lucie, FL 34953

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Robert Rogers
3301 SW Rosser
Port St. Lucie, FL 34953

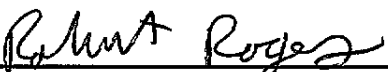
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

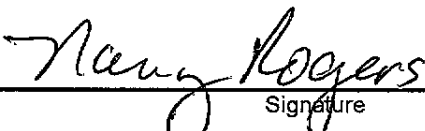
Robert Rogers
3301 SW Rosser
Port St. Lucie, FL 34953

Nancy ~~Robert~~ Rogers
3301 SW Rosser
Port St. Lucie, FL 34953

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 10th day of June, 1999.



Signature



Signature

Signature

**Articles of Incorporation
Filing Fee - \$35**

**CERTIFICATE OF DESIGNATION OF
REGISTERD AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The Name of the corporation is:
A 2nd Glance, Inc.

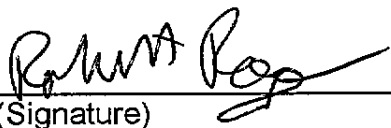
2. The Name and address of the registered agent and office is:

Robert Rogers

3301 SW Rosser
Port St. Lucie, FL 34953

Daytime Phone #: 561-336-5482

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate., 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.


(Signature)

7-3-99
(Date)