

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

_____ of _____
 RE: Ford For Thought of Sebring, Inc.

P95000011919

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

C.C. FEE. DISBURSED

- _____ Capital Expn. _____
- _____ Ind. F. _____
- _____ Corp. Acct. Search _____
- _____ Ltd. Partnership File _____
- _____ Foreign Corp. File _____
- _____ () Cert. Copy(s) _____
- _____ *Photo Copy* _____
- _____ Art. of Amend. File _____
- _____ Dissolution/Withdrawal _____
- _____ C U S. _____
- _____ Fictitious Name File _____

- _____ Name Reservation _____
- _____ Annual Report/Reinstatement _____
- _____ Reg. Agent Service _____
- _____ Document Filing _____

- _____ Corporate Kit _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ Document Retrieval _____

- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ File No.'s, _____ Copies _____
- _____ Courier Service _____
- _____ Shipping/Handling _____
- _____ Phone () _____
- _____ Top Priority _____
- _____ Express Mail Prop. _____
- _____ FAX () _____ pgs. _____

FEB 13 11:01 AM '95
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

SUBTOTALS	
FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

FEB 13 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No. _____
BY	<i>JW</i>		

WALK-IN Will Pick Up *JB* *1100*

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

FILED
05 FEB 13 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FOOD FOR THOUGHT OF SEBRING, INC.**

The undersigned hereby establishes this Corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation for profit.

ARTICLE I. CORPORATE NAME

The name of this Corporation shall be:

FOOD FOR THOUGHT OF SEBRING, INC.

ARTICLE II. NATURE OF BUSINESS

The purpose of the corporation is retail sales. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock which may be issued by this Corporation is ONE THOUSAND (1000) shares with no par value, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the stockholders at a meeting called for that purpose.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of said Corporation is 299 U.S. 27 North, Sebring, Florida 33870, with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The address at which service of process upon said Corporation within this State shall be made is 299 U.S. 27 North, Sebring, Florida 33870. Lesly Starling is hereby designated as the Registered Agent of the Corporation, with address as aforesaid.

ARTICLES VI. CORPORATE EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VII. INCORPORATORS

The name and mailing address of the incorporator is:

NAME AND ADDRESS

Lesly Starling
299 U.S. 27 North
Sebring, Florida 33870

ARTICLE VIII. AMENDMENT

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

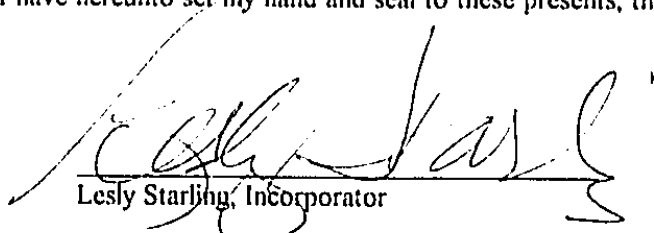
ARTICLE IX. ADDITIONAL POWERS

In addition to the powers hereinabove enumerated, the Corporation shall have all the of the general and additional powers set forth in the Florida General Corporation Act, without limitation; the expressed powers herein set forth shall not be deemed a limitation or denial of such general or additional powers.

ARTICLE X. LIABILITY

The private property of the Stockholder shall not be subject to payment of Corporate debts to any extent whatsoever.

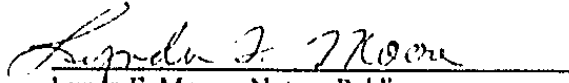
IN WITNESS WHEREOF, I have hereunto set my hand and seal to these presents, this 10th day of February, 1995.



Lesly Starling, Incorporator

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing ARTICLES OF INCORPORATION OF FOOD FOR THOUGHT OF SEBRING, INC., was acknowledged before me this 10th day of February, 1995, by Lesly Starling, who has produced her Florida Driver's License as identification and who did not take an oath.

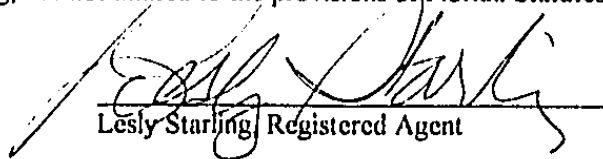


Lynda F. Moore, Notary Public
State of Florida
My Commission Expires:

Notary Public
State of Florida at Largo
My Commission Expires:
1/1995

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby state that I am familiar with, and agree to accept, the obligations of that position, including, but not limited to the provisions of Florida Statutes relative to keeping open said office.


Lesly Starling, Registered Agent

Prepared by:

J. Ross Macbeth, Esq.
2543 US 27 South
Sebring, Florida 33870
(813) 385-7600

starling.inc