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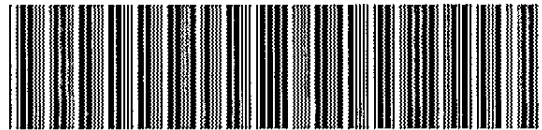
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11/20/02

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

CCS Dollar for Dollar Inc

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CLERK OF COURT
TALLAHASSEE FLORIDA

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____ Art of Inc. File _____

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____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

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____ Cert. Copy _____

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____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

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____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

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Signature _____

Requested by: SW 11/20
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
CC'S DOLLAR FOR DOLLAR, INC.

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2002 NOV 20 PM 1:10
CLERK OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **CC's Dollar for Dollar, Inc.**

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100,000 shares of common stock of 1.00 Dollar per share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the date hereof.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at **6279 Waters Avenue, Tampa, Florida 33634.**

The name and street address of the initial registered agent of the corporation in the State of Florida is: **Frank J. Greco, 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607.** The Board of

Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) or more directors as provided by the By-Laws. This corporation shall have two directors, as follows:

<u>NAME</u>	<u>ADDRESS</u>
Carolyn Barnwell	6406 Beaver Way Tampa, Florida 33625
Earl A. Barnwell	6406 Beaver Way Tampa, Florida 33625

ARTICLE VII

INCORPORATOR

The name and address of the incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Carolyn Barnwell	6406 Beaver Way Tampa, Florida 33625
Earl A. Barnwell	6406 Beaver Way Tampa, Florida 33625

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE IX
BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X
AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by **Carolyn Barnwell and Earl A. Barnwell..**

Dated this 12th day of November, 2002.

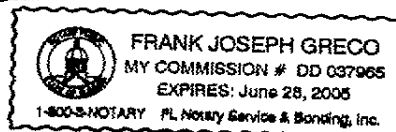
Carolyn Barnwell
Carolyn Barnwell

Earl A. Barnwell
Earl A. Barnwell

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of November, 2002 by **Carolyn Barnwell and Earl A. Barnwell** who are personally known to me or who have produced _____ as identification.



Printed Name:
Notary Public
My Commission Expires:
Serial Number:



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

In pursuance of Chapter 48.09I, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That **CC's Dollar for Dollar, Inc.**, desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named **Frank J. Greco, located at 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607**, as its agent to accept service of process within this state.


Carolyn Barnwell

Earl A. Barnwell

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Frank J. Greco
Registered Agent

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