



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0140 • Fax (302) 575-1146

P95000009028

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Correct Change Inc.
P3271480COJUD

700001394727
-02/01/95--01015--014
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find:

- Articles of Incorporation
- payment of \$70.00

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440 with questions regarding the enclosed application.

Sincerely,

Kimberly Andras
Kimberly Andras

enc.

FILED
JAN 31 PM 6:12
STATE
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

H. SIMS FEB - 2 1995

ARTICLES OF INCORPORATION
OF
Correct Change Inc.
A Close Corporation

FILED
JAN 31 PM 6 12
1995

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Angels be Correct Change Inc.

SECOND: The address of the initial registered office of the corporation is 801 Douglas Ave., Suite 107; Altamonte Springs FL 32714, County of Seminole. The name of the registered agent located at said address is Russell F. Judge.

THIRD: The principal address of the corporation is 801 Douglas Ave., Suite 107; Altamonte Springs FL 32714.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Laine Kirby Wood and William R. Foster, both of
918 S. Palmetto Ave., Sanford FL

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: This is a Close Corporation

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Kimberly Andras c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 9th day of January, 1995.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 9th day of January, 1995 by Kimberly Andras.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994 Notary Public
Term 2 Years

This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

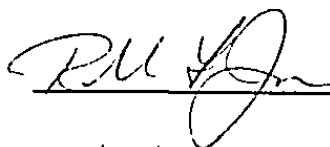
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.

FILED
95 12 31 PM 6 12
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
FLORIDA

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Correct Change Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Altamonte Springs, State of
Florida, has named Russell Judge located at
801 Douglas Ave Ste 107
Altamonte Springs FL 32714 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.



11/3/75

Date