

CAPITAL CONNECTION, INC.

117 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870
 Mailing Address Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222 1222

PA 5000012788

of _____
 RE: Fleep Notice, Inc.

NAME _____
 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 \$ _____

- | | |
|---|--------------------------|
| <input type="checkbox"/> Certificate of Incorporation | <input type="checkbox"/> |
| <input type="checkbox"/> Certificate of Amendment | <input type="checkbox"/> |
| <input type="checkbox"/> Corp. Record Search | <input type="checkbox"/> |
| <input type="checkbox"/> Ltd. Partnership File | <input type="checkbox"/> |
| <input type="checkbox"/> Foreign Corp. File | <input type="checkbox"/> |
| <input type="checkbox"/> () Cert. Copy(s) | <input type="checkbox"/> |
| <input checked="" type="checkbox"/> Phot. Copy | <input type="checkbox"/> |
| <input type="checkbox"/> Art. of Amend. File | <input type="checkbox"/> |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> |
| <input type="checkbox"/> C U B. | <input type="checkbox"/> |
| <input type="checkbox"/> Filitious Name File | <input type="checkbox"/> |
| <input type="checkbox"/> Name Reservation | <input type="checkbox"/> |
| <input type="checkbox"/> Annual Report/Instatement | <input type="checkbox"/> |
| <input type="checkbox"/> Reg. Agent Service | <input type="checkbox"/> |
| <input type="checkbox"/> Document Filing | <input type="checkbox"/> |
| <input type="checkbox"/> Corporate Kit | <input type="checkbox"/> |
| <input type="checkbox"/> Vehicle Search | <input type="checkbox"/> |
| <input type="checkbox"/> Driving Record | <input type="checkbox"/> |
| <input type="checkbox"/> Document Retrieval | <input type="checkbox"/> |
| <input type="checkbox"/> UCC 1 or 3 File | <input type="checkbox"/> |
| <input type="checkbox"/> UCC 11 Search | <input type="checkbox"/> |
| <input type="checkbox"/> UCC 11 Retrieval | <input type="checkbox"/> |
| <input type="checkbox"/> File No.'s. _____ Copies | <input type="checkbox"/> |
| <input type="checkbox"/> Courier Service | <input type="checkbox"/> |
| <input type="checkbox"/> Shipping/Handling | <input type="checkbox"/> |
| <input type="checkbox"/> Phone () _____ | <input type="checkbox"/> |
| <input type="checkbox"/> Top Priority | <input type="checkbox"/> |
| <input type="checkbox"/> Express Mail Prop. | <input type="checkbox"/> |
| <input type="checkbox"/> FAX () _____ pgs. | <input type="checkbox"/> |

FEB 15 11:11:15 AM
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

FEB 15 11:12:05 AM
 RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FEB 14 1995 BSB

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____ CK No. _____
 BY Ju

WALK-IN Will Pick Up 213

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

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF 05 FEB 15 AM 11:15

FLEEP STATION, SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is Fleep Station, Inc.

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 4210 Grand Blvd., New Port Richey, Florida 34655 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Tracie S. Ferris
13907 N. Dale Mabry Hwy
Suite 206
Tampa, Florida 33618

ARTICLE 5 - PRESIDENT

The initial President of the corporation shall be Michael A. Bortschulte whose address shall be the same as the principal office of the corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 9 - TITLE

The corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is Laurence A. Steel, Esquire located at 13907 North Dale Mabry Hwy., Suite 206, Tampa, Florida 33618. The name and address of the registered agent of this corporation is Laurence A. Steel, Esquire located at 13907 North Dale Mabry Hwy., Suite 206, Tampa, Florida 33618.

ARTICLE 11 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

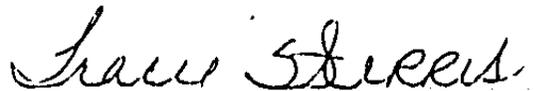
ARTICLE 12 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14th day of February, 1995.


Tracie S. Ferris, Incorporator

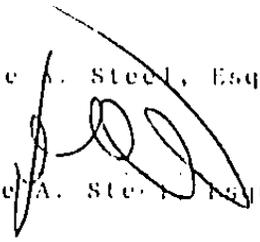
ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Laurence A. Steel, Esquire having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Laurence A. Steel, Esquire

By:

Laurence A. Steel, Esquire



FILED
95 FEB 15 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000012788

Lawrence A. Steel

(Requestor's Name)

Suite 206, 1390 1/2 North Dak

(Address)

Tampa, Fla. 33618

(City, State, Zip)

(Phone #)

813 963-3396

OFFICE USE ONLY

000001414080
-02/23/95--01095--013
*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>116</i>
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

2/24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
94 FEB 23 PM 2:33

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials **ITLL**

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
94 FEB 23 PM 2:33

SLEEP STATION, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

SLEEP STATION, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: February 18, 1995.

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

Signed this 22nd day of February, 19 95.

Signature

Tracie S. Ferris

(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Tracie S. Ferris

Typed or printed name

Incorporator

Title