

CAPITAL CONNECTION, INC.

411 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

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 \$ _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____

CK No _____

BY *ARR*

WALK-IN

Will Pick Up *2-16-95*

RE *Capital Connection, Inc.*

CC FEE DISBURSED

EFFECTIVE DATE
FEB 14 1995

Capital Express™

Art of Inc. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

(Corporations)

Art of Amer. File

Resolution/Withdraw

U.S.

Fictitious Name File

Name Reservation

Annual Report/Restatement

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 Prep

FAX () pgs

FILED
FEB 16 AM 10:31
SECRETARY OF STATE

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-02/16/95--0103b--006
****122.50 ****122.50

SUBTOTALS

FEE \$

DISBURSED \$

SURCHARGE \$

TAX on corporate supplies \$

SUBTOTAL \$

PREPAID \$

BALANCE DUE \$

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

ARTICLES OF INCORPORATION
OF
WORTH ANOTHER LOOK, INC.

FILED
95 FEB 16 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
FEB 14 1995

The undersigned Incorporator(s), competent to contract, and where required, duly licensed to render the services mentioned in Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

Article I Name

The name of the Corporation shall be WORTH ANOTHER LOOK, INC.

Article II Purpose

The Corporation is formed to engage in and conduct any activity or business permitted under the laws of the United States and of this State.

Article III - Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a nominal or par value of \$1.00 per share. All of said stock shall be issued as fully paid and non-assessable.

The Corporation may restrict the transfer of the shares of its capital stock by any provisions duly recited or referred to on the certificates affected thereby.

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights.

In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

Article IV Initial Capital

The Corporation will commence business with not less than \$200.00 of its capital stock fully paid in and issued.

Article V - Terms of Existence

This Corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of acknowledgment of these Articles or upon the date of receipt by the Secretary of State if not received by said office within five days of said acknowledgment.

Article VI - Address

The principal office of the Corporation shall be 1110 MOHICAN BLVD., JUPITER, FL 33458. The Board of Directors, may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

Article VII - Director(s)

The Corporation shall have not less than one (1) nor more than nine (9) Directors. The number of Directors shall be determined by the stockholders at their annual meeting.

Article VIII - Initial Director(s)

The following are the name(s) and address(es) of the first Board of Directors who shall hold office until their successor(s) is/are elected:

JUDY L. HERMANSKI	1110 MOHICAN BLVD., JUPITER, FL 33458
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Article IX - Incorporator(s)

The following name(s) and address(es) of the Incorporator(s) is/are as follows:

JUDY L. HERMANSKI	1110 MOHICAN BLVD., JUPITER, FL 33458
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Article X - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1110 MOHICAN BLVD., JUPITER, FL 33458 and the name of the initial registered agent of this Corporation at that address is JUDY L. HERMANSKI.

Article XI - Amendment

The Corporation, by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose, reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law and all rights conferred on Stockholders herein are granted subject to this reservation.

Article XI Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article XIII Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, I, we, the undersigned Incorporator(s), have hereunto set my our hand(s) and seal(s) this 14 day of FEBRUARY, 1992, for the purpose of forming this Corporation under the laws of the State of Florida and I we hereby make and cause to be filed in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


JUDY L. HERMANSKI

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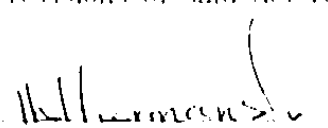
Certificate Designating Place of Business
Domicile for the Service of Process within this State
Naming Agent upon Whom Process May Be Served

In pursuance of Chapter 98.091, Florida Statutes, the following is submitted, in compliance with said Act:

That WORTH ANOTHER LOOK, INC. desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the Town of Jupiter, County of Palm Beach, State of Florida, and has named JUDY L. HERMANSKI located at 1110 MOHICAN BLVD., JUPITER, FL 33458 as its agent to accept service of process within this State.

Acknowledgment by Designated Agent

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


JUDY L. HERMANSKI

WRITTEN STATEMENT OF ORGANIZING CORPORATION
OF
WORTH ANOTHER LOOK, INC.

The undersigned hereby constitute all of the incorporators and members of the first Board of Directors of the above named Florida corporation. In lieu of holding an organizational meeting of incorporators and directors, we do hereby make the following written statement pursuant to applicable Florida law, Statutes:

Articles of Incorporation: The Articles of Incorporation of this corporation were filed with the Department of State of Florida on the date stamped on said Articles of Incorporation. In due course, a letter was received from the Department of State evidencing the filing thereof and receipt from the Department of State evidencing the filing thereof and receipt of filing fees and taxes. A copy of said articles and letter are attached hereto and incorporated by reference.

Bylaws: A set of proposed ByLaws, prepared and submitted by counsel for the corporation, in the form attached hereto and incorporated by reference, have been reviewed in their entirety and adopted as the Bylaws of this corporation.

Directors:

JUDY L. HERMANSKI	Director
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Officers:

JUDY L. HERMANSKI	President
NONE	Vice President
JUDY L. HERMANSKI	Secretary
JUDY L. HERMANSKI	Treasurer

Stock Certificates: The stock certificates of the corporation will be in the form attached hereto.

Corporate Stock: The corporation shall issue the following stock to the individuals set forth below and in the number of shares set forth beside each of their names:

<u>Stockholder</u>	<u>Shares</u>	<u>Consideration Paid</u>
JUDY L. HERMANSKI	100	\$1.00

S-Corporation Election: The corporation shall be treated, under the provisions of Section 1362 Internal Revenue Code, as a "Small Business Corporation" for income tax purposes (i.e. S Corporation Election). The corporation and its officers shall be authorized and directed to effect such election by completing and filing the Form 2553 with the United States Treasury Department, Internal Revenue Service.

Payment of Organizational Expenses: The appropriate officer(s) of the corporation are hereby authorized to pay, from the corporate funds, the total expense of organizing the corporation, approval for payment being given to the statement for professional services rendered by counsel for the corporation.

Bank Account: The appropriate officer(s) of the corporation are hereby authorized and directed by the President of the corporation and to deposit therein all funds of the corporation. All checks, drafts and notes of the corporation, payable on said account(s) will be made in the name of the corporation signed by those person designated by the President of the corporation.

DATED this 14 day of February, 1995 by:

