

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

P95000015315

PHONE ()

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

W95000015315

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

WALK-IN _____
 Will Pick Up *2:20* *11:00*

RE: Sell-It-Yourself Inc.

	C.C. FEE.	DISBURSED
Art. of Amend. Filo		
Dissolution/Withdrawal		
C U S-		
Fictitious Name Filo	100001403381	
	02/20/95-01028-002	
	****122.50 ****122.50	
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filo		
UCC 11 Search		
UCC 11 Retrieval		
Filo No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		

SUBTOTALS

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

FILED
 FEB 23 PM 12:33
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 20, 1995

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: SELL-IT-YOURSELF, INC.
Ref. Number: W95000003838

We have received your document for SELL-IT-YOURSELF, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 695A00007512

ARTICLES OF INCORPORATION

OF

GOOD BUYS - GREAT SALES, INC.

FILED
95 FEB 23 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, whose names are hereunto subscribed, make this certificate for the purpose of forming a corporation to be known as ~~SEEL-~~
~~IT-YOURSELF,~~ INC., and hereby associate ourselves together for the purpose of becoming such corporation for profit under the laws of the State of Florida for the purpose and with the rights, powers and objects hereinafter set forth as follows:

ARTICLE I

NAME

The name of the corporation shall be *GOOD BUYS - GREAT SALES, INC.*

ARTICLE II

NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, except that it is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition activity or business.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares non par value common stock.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 13037 Beacon Court, Hudson, Florida 34667. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

DIRECTORS

This corporation shall have two (2) directors. The number of directors may be increased from time to time by virtue of by-laws adopted by the stockholders but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

NAME:	ADDRESS:
Charles E. Bounds	13037 Beacon Court Hudson, FL 34667
Dian D. Bounds	13037 Beacon Court Hudson, FL 34667

ARTICLE IX

INITIAL OFFICERS

The names and addresses of the officers of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation, or until an election is held by the directors of this corporation for the election of permanent officers, or until the successors have been duly elected and qualified are:

NAME:	ADDRESS:	OFFICE:
Charles E. Bounds	13037 Beacon Court Hudson, FL 34667	President
Dian D. Bounds	13037 Beacon Court Hudson, FL 34667	Sec./Treas.

ARTICLE X

SUBSCRIBERS

The names and addresses of each of the subscribers to these Articles of Incorporation and the number of shares each agrees to take are:

NAME:	ADDRESS:	SHARES:
Charles E. Bounds	13037 Beacon Court Hudson, FL 34667	50
Dian D. Bounds	13037 Beacon Court Hudson, FL 34667	50

ARTICLE XI

REGISTERED AGENT

The corporation has named CHARLES E. BOUNDS, 13037 Beacon Court, Hudson, Florida 34667 as its registered agent to accept service of process within the State of Florida.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law; every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders meeting by majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Charles E. Bounds
CHARLES E. BOUNDS

Dian D. Bounds
DIAN D. BOUNDS

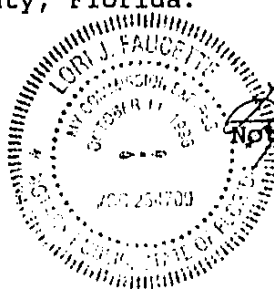
STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments, personally appeared CHARLES E. BOUNDS and DIAN D. BOUNDS, to me well known to be the persons described in the foregoing Articles of Incorporation as the subscribers thereto and who executed the foregoing Articles of Incorporation and they acknowledged before me that they subscribed to such Articles of Incorporation.

WITNESS my hand and seal this 14 day of February, 1995, in New Port Richey, Pasco County, Florida.

My Commission Expires:

10-11-96



Lori J. Faucette
Notary Public

Acceptance of Registered Agent

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

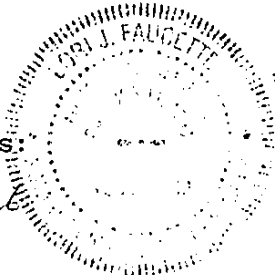
Charles E. Bounds
CHARLES E. BOUNDS

STATE OF FLORIDA
COUNTY OF PASCO

SWORN AND SUBSCRIBED to before me this 14 day of February, 1995. Form of Identification Fl. Dr. License.

My Commission Expires:

10-11-96



Lori J. Faucette
Notary Public