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RECEIVED 95 FEB 24 PH 1: 23 OFFICE USE ONLY (Document #) SECRETATIVA (1971) 1806 SCRUB OAK CT.

(Address)

Ifuksov, FL. 34467

(City, State, Zip)

(Phone #) ####122.50 *****122.50 OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): 1. SHOW and TELL Inc. (Corporation Name) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time _ Certified Copy Photocopy Certificate of Status **NEW FILINGS AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawai Other Merger OTHER FILNGS REGISTRATION/ QUALIFICATION Annual Report Foreign

Limited Partnership

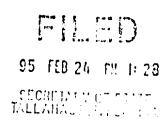
Reinstatement Trademark Other 1/2 miles

Examiner's Initials

Fictitious Name

Name Reservation

ARTICLES OF INCORPORATION OF SHOW AND TELL, INC.



ARTICLE I - NAME

The name of this corporation is Show and Tell, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares at ten cents \$0.10 par value per share.

ARTICLE V - INITIAL PLACE OF BUSINESS AND REGISTERED AGENT & OFFICE

The initial principal place of business shall be 7806 Scrub Oak Court, Hudson, Florida, 34667, and the name of the initial registered agent of this corporation is John C. Amelotte, Jr. The corporation shall, however, have the right and power to transact business and to establish offices and agencies as such other places, both within and without the State of Florida, as its directors may authorize and to so transact business and establish offices and agencies in foreign countries.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

John C. Amelotte Jr. 7806 Scrub Oak Court Hudson, FL 34667

ARTICLE VII - OFFICERS

The names and street address of the first officers of the corporation, who shall serve as such until their successors are elected and have qualified are as follows:

John C. Amelotte Jr. PVST 7806 Scrub Oak Court Hudson, FL 34667

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

John C. Amelotte Jr. 7806 Scrub Oak Court Hudson, FL 34667

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - STOCK RE-PURCHASE PLAN

The Board of Directors shall have the authority, beginning with the third year from the date of filing these Articles, to elect to purchase the outstanding shares of stock issued to any individual shareholders during any physical year. The value of the stock shall be determined by an agreed upon amount between the shareholder and the corporation or failing to arrive at a mutually agreeable price, by the nomination of an appraiser agreeable to both parties; failing to agree on a appraiser, each party shall select an appraiser of their choice and those two appraisers shall select a third appraiser. The appraisal price shall be considered by both parties as fair and just value for the stock and within thirty days, the corporation shall purchase those shares of stock. All costs for the appraisals shall be borne by the corporation. Nothing contained within this article shall in any way prohibit any individual shareholder from selling his stock to a third party but in selling this stock, the individual purchaser shall be made aware of this agreement.

If any part, term or provision of this article shall be held void, illegal, or or conflict with any law of Federal, State, County, or Local government having jurisdiction over this agreement, the validity of the remaining portions of provisions shall not be affected thereby.

ARTICLE XI-BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHE this 2472	REOF, the undersigned si	abscriber has executed these Articles of Incorporation 1,1995.
		John C- Ce melette for
STATE OF FLORIDA)	
) S.S.	
STATE OF FLORIDA	eon)	
personally appeared Jol	nn C. Amelotte Jr., known to m	knowledgments in the State and County set forth above, the and known to be the person who executed the foregoing the me that he executed these Articles of Incorporation.
IN WITNESS WHERE aforesaid this 2		and and affixed my official seal in the State and County
	HIA D. AMISSION	Notary Public, State of Florida
(NOTARY SEAL)	CC 200097	My Commission Expires: 5-31-97
		ots the designation of himself as registered agent for this
corporation and agrees	to serve in compliance with al	Tapplicable Florida Statues. John, C. Consolotte J