

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

PA5000018721

PHONE ()

Service: Top Priority Regular
 One Day Service Two Day Service

To us via Return via

Matter No.: Express Mail No.

State Fee \$ Our \$

Cutler

RE: Bright Step, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Express		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Certificate of Incorporation		
<input type="checkbox"/> Limited Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S	100001424111	-03/18/95--01002--021
<input type="checkbox"/> Fictitious Name File	***122.50	***122.50
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

REQUEST TAKEN CONFIRMED APPROVED
 DATE
 TIME
 BY AAK CK No.

WALK-IN
 Will Pick Up 3-8 1200

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

FILED
 05 MAR -8 AM 11:09
 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

ARTICLES OF INCORPORATION

OF

BRIGHT STEP, INC.

FILED
95 MAR -8 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **BRIGHT STEP, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 6115 N.W. 153rd St., Miami Lakes, FL 33014.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten million (10,000,000) shares having a par value of ten cents (\$.10) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

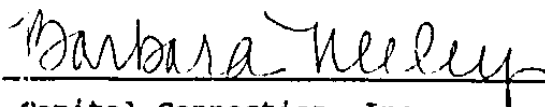
ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors of the corporation is Paul Roos, 6115 N.W. 153rd St., Miami Lakes, FL 33014.

The undersigned has executed these Articles of Incorporation this 8th day of March, 1995.



Capital Connection, Inc.

Barbara Neeley - President

Incorporator

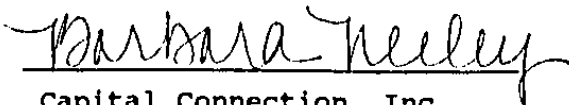
CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is **BRIGHT STEP, INC.**

2. The name and address of the registered agent and office is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.



Capital Connection, Inc.

Barbara Neeley - President

Date: March 8, 1995

FILED
05 MAR -8 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P 95000018721

RONALD CUTLER, P.A.
ATTORNEY & COUNSELOR AT LAW
1515 NW 167th Street Suite 224
Miami, Florida 33169
(305)624-1853

Ronald Cutler
Attorney
Certified Public Accountant
Admitted to Illinois and Florida Bars

March 5, 1997

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
9TH MAR 11 AM '97
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
700002-00000001-1
-03/12/97-0101-001
*****35.00

Re: Change of Registered Agent

Dear Sir or Madam:

Enclosed please find the following:

- 1) a check in the amount of \$35.00 made payable to the Sec. Of State; and
- 2) a Statement of Change of a Registered Agent.

Please file these documents accordingly and return a date stamped copy in the envelope provided.

Very truly yours,

Ronald Cutler

Ronald Cutler

RC/ct

RC/ct
3/12

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
FLORIDA submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: BRIGHT STEP, INC.

1b. Date of incorporation 3-8-95 Document number P950018721

2. The name and address of the current registered agent and office:

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

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

PAUL ROOS, 6115 NW 153 RD ST.
MIAMI LAKES, FL 33014

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

Paul Roos
SIGNATURE
3-4-97
DATE

PAUL ROOS, PRESIDENT
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE By: Paul Roos
(Registered Agent)
DATE 3-4-97