

CAPITAL CONNECTION, INC.

417 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

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

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1995 MAR 21 AM 11:00

RECEIVED
 TALLAHASSEE, FLORIDA

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY JW _____

WALK-IN Will Pick Up 3-21 11:00

P95000022541

Clifford Wagner Science
 Interactions, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. 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-		
<input type="checkbox"/> Fictitious Name File		
<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

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

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1995 MAR 21 AM 11:00

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Articles of Incorporation
of

Clifford Wagner Science Interactives, Inc.

I. The name of the Corporation is Clifford Wagner Science Interactives, Inc.

II. The principal office of the Corporation in the State of Florida is located at 1209 Austin Road, Orlando, Orange County, Florida. Its registered agent at that address is Clifford Wagner.

III. The nature of the business of the Corporation and its objects are:

A. To acquire, maintain, develop, rent, use, mortgage, and dispose of real property and interests;

B. To acquire, own, pledge, dispose of, and deal in shares of capital stock, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action, and evidences of indebtedness or interest issued or created by any corporations, associations, firms, trusts, or persons, public or private;

C. To acquire and pay for, in cash, stock, bonds, or other securities of the Corporation or otherwise, the goodwill, rights, assets, and property of any person, firm, association, or Corporation;

D. To enter into, make, and perform contracts of every kind;

E. To borrow moneys and to issue, accept, endorse, and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness;

F. To lend any of its funds, either with or without security;

G. To acquire, hold and dispose of shares of its own capital stock and the rights thereto;

H. To carry on any other lawful business for which a corporation may be organized under the laws of Florida, including but not limited to the design and manufacture of science exhibits;

I. To carry out all or any part of the foregoing purposes as principal or agent;

J. To do all such things as are necessary and incidental to the attainment of the above-stated purposes; and

K. To have and exercise all the powers conferred upon corporations by the laws of the State of Florida.

IV. The total, initial number of shares of stock which the Corporation shall have authority to issue is five hundred (500), at one dollar (\$1.00) per share par value.

V. The Corporation was sufficiently and properly capitalized for its inception and daily business activities, and the records of which can be found in the Corporate office.

VI. The name and mailing address of the incorporator is: Clifford Wagner, 1209 Austin Road, Orlando, Florida 32806. The Shareholders or the Board may elect or appoint a Chairman, a President (presently denominated as Clifford Wagner), one or more Vice Presidents (presently denominated as Clifford Wagner), a Secretary (presently denominated as Clifford Wagner), a Treasurer (presently denominated as Clifford Wagner), and such other officers as it may determine, who shall have such duties and powers as hereinafter provided.

VII. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors (Board) may be expressly authorized and empowered to act for the Corporation as the Corporate Bylaws may allow. In the interim, the Corporation shall be governed by the Shareholders.

VIII. All of the property and assets of the Corporation may be sold, leased, or exchanged, upon such terms and conditions and for such consideration as the Shareholders shall deem appropriate for the best interests of the Corporation.

IX. A Corporate director or officer shall not be disqualified by his office from dealing or contracting with the Corporation, either as a vendor, purchaser, or otherwise; provided, however, that such transaction or contract is fully disclosed to and thereafter authorized, ratified, or approved by the Shareholders.

X. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Corporation in good faith, and as may be designated by the Bylaws.

XI. Any Corporate contract, transaction, or act which is approved or ratified by a majority of a quorum of the shareholders entitled to vote at any meeting, shall be as valid and binding as though approved or ratified by every shareholder of the Corporation.

XII. The Shareholders may adopt By-Laws from time to time, to provide, inter alia, for the fullest indemnification permitted by the laws of the State of Florida. The Shareholders may also cause

the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation.

XIII. Meetings of shareholders and directors may be held outside the State of Florida.

XIV. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and in any manner now or hereafter prescribed by statute.

XV. Whenever a vote of Shareholders at a meeting thereof is required or permitted to be taken in connection with any Corporate action, the meeting and vote may be dispensed with if such number of shareholders who, if voting, could have authorized such action shall consent in writing to such Corporate action being taken.

XVI. The regular meetings of the Corporation shall be held on the first (1st) business day of each calendar year, or as soon thereafter as a meeting may be properly scheduled by the Shareholders. The annual meeting of the Shareholders shall be held on the first (1st) day of January of each year, or as soon thereafter as is reasonable. Special meetings may be held when directed by the Shareholders.

XVII. Any shareholder entitled to vote at any meeting may authorize another person or persons to act for him by Proxy. The Proxy must be signed by the shareholder or his attorney-in-fact, and no Proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the Proxy.

XVIII. The Directors, if any, shall be elected at the annual meeting of the shareholders.

XIX. The Corporation shall at all times keep correct minutes, books, and records of account.

XX. The Corporate seal shall be circular in form, and shall bear the name of the Corporation and the year of its organization.

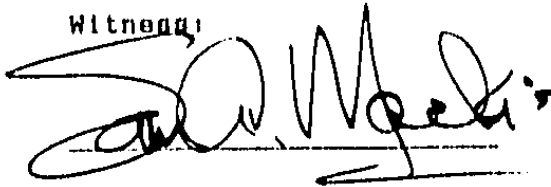
XXI. The fiscal year shall begin the first (1st) day of January of each calendar year.

XXII. The Corporation may, at any time, and via appropriate Resolution, authorize that the Corporate shareholders, officers, or directors have full authority to exercise all corporate powers contemplated in these Articles, or as otherwise may be provided by Florida law or statute.

In witness whereof the undersigned, for the purpose of forming a Corporation pursuant to the General Corporation Laws of the State of Florida, do make this certificate on this 14th day of March, 1995.

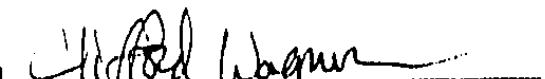
I ALSO ACCEPT DESIGNATION AS REGISTERED AGENT.

Witness:



Clifford Wagner Science Interactives,
Inc.

By:


Clifford Wagner, Incorporator,
Registered Agent and President

FILED
1995 MAR 21 PM 11:00
TALLAHASSEE, FLORIDA