

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

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 \$ _____

PAID
 95 APR -3 7 11:18
 TALLAHASSEE, FL 32301

AB 4/3/95

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____
 BY AAK _____ CK No. _____

WALK-IN
 Will Pick Up 73 1200

RE: Wall Design Group, Inc.

95 APR -3 11:01

DESCRIPTION	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 Prop.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

200001446017
 -04/03/95--01053--002
 ***122.50 ***122.50

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

ARTICLES OF INCORPORATION

FILED

Name of Corporation

95 APR -3 PM 1:18

THE UNDERSIGNED, acting as the Incorporator of a corporation, under the CORPORATION ACT of the State of Florida adopts the following Articles of Incorporation for such Corporation.

CORPORATE NAME

The name of this Corporation is:

NOELL DESIGN GROUP, INC.

NATURE OF CORPORATE BUSINESS

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the United States and of the State of Florida.

CAPITAL STRUCTURE

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of ONE THOUSAND (1,000) shares of stock having no par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have the preemptive rights to acquire their pro rata share of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of all redeemed or otherwise acquired shares, including the reissue of treasury shares.

EXISTENCE

This Corporation shall have perpetual existence.

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws but shall never be less than one (1). The names of the original member of the board of Directors is/are:

DON B. NOELL
1610 THUMB POINT DRIVE
FORT PIERCE, FLORIDA 34949

INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

DON B. NOELL
1610 THUMB POINT DRIVE
FORT PIERCE, FLORIDA 34949

REGISTERED AGENT AND PRINCIPAL OFFICE

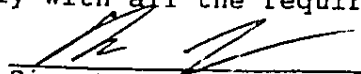
The Corporation's initial Registered Agent and Principal Office in the State of Florida are:

RONALD LEWIS, ESQ
5301 N. FEDERAL HIGHWAY
SUITE 150
BOCA RATON, FLORIDA 33431

AMENDMENT TO ARTICLES

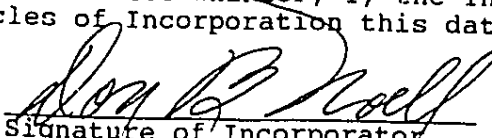
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Having been named Initial Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all the requirements of law pertaining thereto.



Signature of Registered Agent

IN WITNESS WHEREOF, I, the Incorporator have executed these Articles of Incorporation this date:



Signature of Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29th day of March, 1995 by Don B. Noell, as Incorporator who has produced a Florida Drivers License as identification and who did take an oath.

My commission expires:



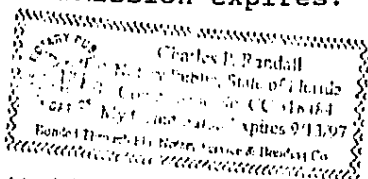
RONALD LEWIS
COMMISSION EXPIRES
JULY 09, 1995

STATE OF FLORIDA
COUNTY OF PALM BEACH

[Signature]
Notary Public
Printed, typed or stamped name
Ronald Lewis
CC 125-165
(Serial Number)

The foregoing instrument was acknowledged before me this 30
day of March, 1995 by Ronald Lewis, as the Registered
Agent who is personally known to me ~~or has produced~~
~~as identification~~ and who did (not) take an
oath.

My commission expires:



[Signature]
Notary Public
Printed, typed or stamped name

(serial number)