

Total Tax Accounting, Inc.

Mailing Address:

P. O. Box 881
Lutz, FL 33549-0881

112 Rusch Plaza, N. Dale Mabry
Land O' Lakes-Lutz, Florida
Phone: (813) 949-4441

995000026348

Date: March 17, 1995

400001434184
-03/20/95--01070--006
***122.50 ***122.50

Florida Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, Fl. 32314

Dear Sirs:

Enclosed you will find Articles of Incorporation
for South Vietnam Stamps & Albums, Inc. and check # 1636
covering the various fees in the amount of \$122.50.

Trusting to hear from you soon that this corporation
has been accepted and assigned a document number.
Thanking you in advance for all your cooperation
in this matter.

Very truly yours,


J.M. Hill

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. REGISTER MAR 22 1995

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W95-6316



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 22, 1995

J M HILL
PO BOX 881
LUTZ, FL 33549-0881

SUBJECT: SOUTH VIETNAM STAMPS & ALBUMS, INC.
Ref. Number: W95000006316

We have received your document for SOUTH VIETNAM STAMPS & ALBUMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for microfilming.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 195A00012806

ARTICLES OF INCORPORATION

OF

SOUTH VIETNAM STAMPS & ALBUMS, INC.

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be South Vietnam Stamps & Albums, Inc.

ARTICLE II

The duration of this corporation in perpetual.

ARTICLE III

The general nature of the business to be transacted by this corporation, or the purposes of this corporation shall be as follows:

- A. To own and operate a mail order stamp business.
- B. To engage in any lawful enterprise, whether commercial, industrial, or agricultural, calculated or designed to be profitable to this corporation.
- C. To engage generally in real estate aquisition, construction, investments, and any and all business and matters incidental to of connected with the foregoing in any way or manner whatsoever.
- D. To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could to or perform.
- E. To manufacture, purchase or otherwise acquire, to own, and to mortgage, pledge, sell, assign or otherwise dispose of, and to invest trade, deal in and deal with goods, wares, merchandise and real and personal property of every class and description.
- F. To purchase, lease and hold real and personal property and any and every estate and interest therein and choices in action secured thereby, to improve, manage, sell, mortgage, lease, and otherwise dispose of any property, to loan money upon such property and to take mortgages on the same, and to transact all or any other business which may be necessary or incidental or proper to the exercise of any and all of the aforesaid purposes of the corporation.

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TALLAHASSEE FLORIDA

ARTICLE III

G. To borrow money and contract debts when necessary in any legal manner for any lawful purpose.

H. to guarantee, purchase, hold sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, excluding the right to vote thereon.

I. To purchase, sell and transfer shares of its own capital stock.

J. To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interests therein and thereunder.

K. In general to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of the State of Florida under corporation formed under the general corporation acts of the State of Florida, and to do any and all these thereinbefore set forth to the same extent as a natural person might or could do. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumerated or special powers shall not be held to limit or restrict in the manner the powers of this corporation.

ARTICLE IV

This corporation is authorized to issue 100 shares of common stock with a par value of 1.00 per share.

ARTICLE V

The street address of the principal office of this corporation is 20478 Gardenia Drive, Land O Lakes, Fl. 34639-3105

The name of the initial registered agent of this corporation is Clifford S Shuman, III

5413 Oakridge Drive, Palm Harbor, Fl. 34685-2503

ARTICLE VI

There shall be a board of directors for this corporation which shall

ARTICLE VI

consist of not less than one and not more than nine members, the number of the same to be fixed by the stockholders or by the corporate by-laws, Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

The names and addresses of the first Board of Directors 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 stockholders for the election of permanent directors or until their successors have been duly elected and qualified

are:

Paul Owen Bailey, 20478 Gardenia Drive, Land O Lakes, Fl. 34639

Gwen Shuman Bailey, 20478 Gardenia Drive, Land O lakes, Fl. 34639

ARTICLE VIII

The name and street addresses of the Incorporators to the Articles of Incorporation are:

Paul Owen Bailey, 20478 Gardenia Dr. Land O Lakes, Fl. 34639

Gwen Shuman Bailey, 20478 Gardenia Dr. Land O Lakes, Fl. 34639

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of electors of this corporation are pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm as so interested shall be disclosed or shall have been known to the Board of Directors of this corporation. any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such corporation or member of such firm or not so interested.

ARTICLE X

A. The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws or to adopt new by-laws, shall be vested in the Board of Directors of this corporation, provided however, that any by-laws are amended or repealed by vote of stockholders entitled to vote thereon, or a new by-laws in lieu thereof may be adopted by vote of the stockholders, entitled to vote thereon. No by-law which has been amended, altered or adopted by such vote, vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

B. The by-laws of this corporation shall be for the government of the corporation and may contain any provision or requirements for the management or conduct of the corporation provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to existing laws.

IN WITNESS WHEREOF, The undersigned incorporators have executed these Articles of Incorporation for the use and purpose stated therein.

Paul Owen Bailey
Paul Owen Bailey

Gwendolyn S. Bailey
Gwendolyn S. Bailey

State of Florida
County of Pasco

Before me, the undersigned authority on this personally appeared Paul Owen Bailey and Gwendolyn Shuman Bailey, their

ID used was Fl. Drivers Licenses & to me well known as the persons described in, and who acknowledge to me that they executed same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 17th day of March, 1995.

Joy Fay Hill
Joy Fay Hill
NOTARY PUBLIC

State of Florida AT Large

Commission No. CC155480

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES ON MARCH 19, 1995.
BONDED BY THE FLORIDA PUBLIC GUARANTEE FUND.

(SEAL)

STATE OF FLORIDA
OFFICE OF THE
SECRETARY OF STATE

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Certificate Designating Place of Business or Comicile for the Service
of Process within This State, Naming Agent Upon whom Process May Be
Served as per Article V of this Articles of Incorporation.

.....
In pursuance of chapter 47.34, Florida Statutes, the following
is submitted in compliance with said Act:

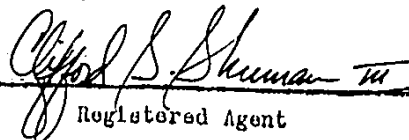
That SOUTH VIETNAM STAMPS & ALBUMS, INC.
a corporation duly organized and existing under the laws of the State
of Florida, with its principal place of business at 20478 Gardenia Dr.
Land O Lakes, Fl. 34639-3105

has named Clifford S. Shuman, III
5413 Oakridge Drive
Palm Harbor, Florida 34685-2503

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
corporation at the place designated and in this certificate, I hereby
accept to act in this capacity and do hereby agree to comply with the
provision of said act to keep open said office.


Registered Agent