

# P95 000028493

## 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 \$ \_\_\_\_\_

95 APR 11 PM 2:04  
 CAPITAL CONNECTION, INC.  
 TALLAHASSEE, FL 32302

*Miller*

*DB 4/11/95*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	CK No. _____	_____
BY <i>PAK</i>	_____	_____	_____

WALK-IN Will Pick Up *4-11-95*

RE: Carol Lee's Collectibles, Inc 95

	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 Kill		
<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		

**300001452993**  
 -04/11/95--01036--017  
 \*\*\*\*122.50 \*\*\*\*122.50

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

ARTICLES OF INCORPORATION  
OF  
CAROL LEE'S COLLECTIBLES, INC.

FILED  
95 APR 11 AM 2:54  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF BREVARD  
FLORIDA

The undersigned hereby subscribes to these Articles of Incorporation and executes same for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: CAROL LEE'S COLLECTIBLES, INC.. The principal place of business shall be 1721 Riverside Drive, Titusville, Florida 32780.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

CAROL LEE McKAY

1721 Riverside Drive  
Titusville, FL 32780

BILL BILLUPS

1721 Riverside Drive  
Titusville, FL 32780

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 3751 Canberra Court, Titusville, Florida 32780; and the name of the initial registered agent of this corporation at that address is: RICHARD H. MILLER.

ARTICLE VI - INCORPORATORS

The name and address of the initial incorporator is as follows:

Richard H. Miller

3751 Canberra Court  
Titusville, FL 32780

ARTICLE VII - DURATION

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

ARTICLE VIII - STOCK

This corporation is authorized to issue 1500 shares of common stock of par value of \$ 1.00 per share.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders.

ARTICLE X - AMENDMENT

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 WHEREOF, the undersigned subscriber has executed  
these Articles of Incorporation, this 2<sup>nd</sup> day of April, 1995.

  
RICHARD H. MILLER

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, a Notary Public, authorized to take  
acknowledgments in the State and County set forth above, person-  
ally appeared RICHARD H. MILLER, who is personally known to me  
and who did not take an oath; known to me and by me to be the  
person who executed the foregoing Articles of Incorporation and  
they acknowledged before me that they executed the same.

IN WITNESS WHEREOF, I have herunto set my hand and affixed  
my official seal this 2<sup>nd</sup> day of April, 1995.



Pamela Odessa Brookes  
Notary Public, State of  
Florida at Large

PAMELA ODESSA BROOKES  
(Typed Notary Name)  
My Commission Expires: 4/14/97

FILED

95 APR 11 PM 2:36

SHERIFF OF STATE  
TALLAHASSEE FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts appointment as registered agent for CAROL LEE'S COLLECTIBLES, INC..



RICHARD H. MILLER  
3751 Canberra Court  
Titusville, FL 32780  
(407) 267-3217

Sworn to and subscribed to before me, this 11<sup>th</sup> day of April, 1995 by Affiant who is personally known to me and who did not take an oath.

Pamela Odessa Brookes  
Notary Public, State of FL



Pamela Odessa Brookes  
(Typed Notary Name)  
My Commission Expires: 4/14/97

**CORPORATE  
ACCESS,  
INC.**

**P95000028493**

1116-D Thomaville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

**WALK IN**

**PICK UP**

8/26/96

SECRETARIES  
DIVISION OF  
STATE  
FLORIDA  
56 AUG 26 PM 9:58  
FILE

CERTIFIED COPY

CUS

PHOTO COPY

FILING

Amer

1.) CAROL LEE'S COLLECTIBLES, INC  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

6.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

7.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

8.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

9.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

Each  
(pg 8-27)

300001932048  
-08/26/96--01025--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RECEIVED  
56 AUG 26 PM 2:59  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
96 AUG 27 AM 9:46  
DIVISION OF CORPORATION

August 27, 1996

CORPORATE ACCESS

TALLAHASSEE, FL

*Carol Lee's Collectibles, Inc,*

We have received your document for and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

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) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 496A00040480

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: CAROL LEE'S COLLECTIBLES, INC.
FAX/TELEPHONE 602-981-8479 or TELEPHONE 1-800-357-9822
After August 31, 1996, Fax # will be 602-654-0122

1b. The mailing address of the corporation is: 6024 E. McKellips Road
Suite #4-215, MESA, ARIZONA 85215

1c. Date of Incorporation: APRIL 11, 1995 Document number: P95000028473

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

CAROL LEE BILLUPS
1721 RIVERSIDE DRIVE
TITUSVILLE, FLORIDA 32780

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

CORPORATE ACCESS, INC.
1116-D THOMASVILLE ROAD, MOUNT VERNON
TALLAHASSEE, FLORIDA 32303

56 AUG 26 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office 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.

Carol Lee Billups
(Signature of an officer, chairman or vice chairman of the board)

August 21, 1996
(Date)

CAROL LEE BILLUPS, PRESIDENT
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Danny Bennett - President
(Signature of Registered Agent) Danny Bennett

8/26/96
(Date)