

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

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 \$ _____

EFFECTIVE DATE

5-3-95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 5-10 11am

RE: Dream Book, Inc.

C.C. FEE.

DISBURSED

Capital Connection

Art. of Amend. File

Corp. Record Search

Ltd. Partners

Foreign Corp. File

() Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate KII

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

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

95 MAY 10 AM 9:43
 SECRETARY OF STATE
 TALLAHASSEE, FL 32301

FILED

5/10/95

**ARTICLES OF INCORPORATION
OF**

DREAM RACK, INC.

EFFECTIVE DATE

5-3-95

ARTICLE I - NAME

The name of this corporation is DREAM RACK, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to manufacture and distribute electrical wire racks and engage in any other legal and lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

Except as otherwise required by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares of stock of this corporation. The shares of stock in this Corporation are not to be divided into classes. This Corporation is not authorized to issue a preferred or special class of shares in series or in less than whole shares.

ARTICLE V - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

Each shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares) at the price at which it is offered to others.

FILED
95 MAY 10 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - PRINCIPAL ADDRESS.
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal place of business of the corporation is 323 Arrowhead Lane, Melbourne Beach, Florida 32951. The street address of the initial registered office of this corporation is 323 Arrowhead Lane, Melbourne Beach, Florida 32951, and the name of the initial registered agent of this corporation at that address is Russell F. Carter.

ARTICLE VII - INCORPORATORS

The name and address of the initial incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Russell F. Carter	323 Arrowhead Lane Melbourne Beach, FL 32951

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the holders of common stock of this corporation.

ARTICLE IX - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER

The approval by a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE X - DIRECTORS COMPENSATION

The shareholders of the common stock of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XI - I.R.C. SECTION 1244

It is the intent of the incorporator to qualify the shares of common stock issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - 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.

ARTICLE XIV - DIVIDENDS ON COMMON STOCK

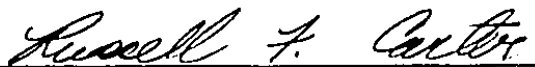
The holders of the issued and outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable in cash, in property or in shares of the common stock of the corporation.

No dividends shall be paid upon the common stock in any medium if the corporation is, or is thereby, rendered incapable of paying its debts as they become due in the usual course of business.

ARTICLE XV - AFFILIATED TRANSACTIONS

The corporation expressly elects that it shall not be governed by Section 607.0901, Florida Statutes (1993), as amended from time to time or any corresponding provisions of Florida Statutes.




IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of May, 1995.



RUSSELL F. CARTER

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 3rd day of May, 1995, by RUSSELL F. CARTER, who is personally known to me or who has produced his N/A as identification.


Notary Public
State of Florida at Large
Commission/Serial No. 
My Commission Expires: 

NANCY ANDERSON
My Commission CC363856
Expires Jun. 16, 1998
Bonded by HAI
800-422-1555

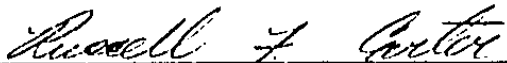
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENCY UPON WHOM PROCESS
MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

DREAM RACK, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne Beach, County of Brevard, and State of Florida, has named Russell F. Carter, located at 323 Arrowhead Lane, Melbourne Beach, Florida 32951, as its agent to accept service of process within this state.

ACCEPTANCE

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I affirm that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



RUSSELL F. CARTER

FILED
95 MAY 10 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA