

P95000050935

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

RE: Seabury Visual
Graphics, Inc.

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 \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JUN 29 PM 3:39

dBH/29/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>RLH</u>	_____	_____	_____

WALK-IN Will Pick Up 6:29 12am

	C.C. FEE.	DISBURSED
<input 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/Restatement	_____	_____
<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/Hardling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority _____	_____	_____
<input type="checkbox"/> Express Mail Prep. _____	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____
SUBTOTALS _____	_____	_____

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 -06/29/95--01046--00.
 ****122.50 ****122.50

RECEIVED
 JUN 29 1995
 11 58 AM '95

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**

Seabury Visual Graphics, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 29 PM 3:39

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

Seabury Visual Graphics, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be:

324 North Rhodes Street
Mt. Dora, Florida 32757,

and the name of the initial Registered Agent for the corporation at that address is:

John W. Seabury, Jr..

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

John W. Seabury, Jr.

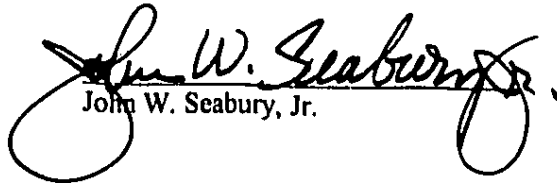
ARTICLE IX INCORPORATOR

The name and address of the incorporator is:


John W. Seabury, Jr.
324 North Rhodes Street
Mt. Dora, Florida 32757

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 18th day of June, 1995.

Incorporator:


John W. Seabury, Jr.

The foregoing instrument was executed and acknowledged before me at Longwood,
County of Seminole, State of Florida, this 00th day of June, 19 95
by John W Seabury, Jr. ("Incorporator"), who is personally known to me or who
showed _____ as identification and who did/did not take an oath.



Notary Public
(SEAL) State of Florida
My Commission Expires:
5/8/99



ELIZABETH LUU CODISPOTI
My Commission CC461014
Expires May, 08, 1999
Bonded by HAI
800-422-1555

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 29 PM 3:39

The following is submitted in compliance with the laws of the State of Florida. Seabury Visual Graphics, Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at:

324 North Rhodes Street
Mt. Dora, Florida 32757

John W. Seabury, Jr. has named:

John W. Seabury, Jr.
324 North Rhodes Street
Mt. Dora, Florida 32757

as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

John W. Seabury, Jr.
John W. Seabury, Jr.

BEFORE ME, the undersigned authority, this day personally appeared

John W. Seabury, Jr. ("Registered Agent"), at Longwood
County of Seminole, State of Florida, who is personally known to me or
who showed _____ as identification and who did not take an oath
and who, after being duly sworn, deposes and says that the facts and matters contained above are true
and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 20th day of June,
19 95.

(SEAL)

Elizabeth Luu Codispoti
Notary Public
State of Florida
My Commission Expires:
5/8/99



ELIZABETH LUU CODISPOTI
My Commission CC481014
Expires May. 08, 1999
Bonded by HAI
800-422-1555