

995000051091

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 \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 30 AM 11:28
W95-13309

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

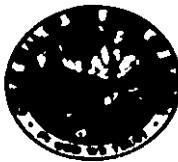
WALK-IN
WILL PICK UP *6/29/95* *2:30*

RE: Backgrounds Inc.

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> (7) Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S. _____	_____	_____
Fictitious Name File	_____	_____
Name Reservation	000001527168 -06/29/95 01046-833	_____
Annual Report/Reinstatement	*****20.00	*****70.00
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
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	85	11
Fee.....	29	11
DISBURSED.....	29	11
SURCHARGE.....	11	11
TAX on corporate supplies.....	8	11
SUBTOTAL.....	3	11
PREPAID.....	3	11
BALANCE DUE.....	8	11

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, 15% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

June 29, 1995

RECEIVED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
JUN 29 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: BACKGROUNDS INC.
Ref. Number: W95000013309

We have received your document for BACKGROUNDS INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 195A00032042

Corrected

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
BACKGROUNDS, INC.

95 JUN 30 AM 11:29

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 - CORPORATE NAME

The name of the corporation is:

BACKGROUNDS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office and the mailing address of the corporation is:

3426 West Kennedy Boulevard
Tampa, Florida 33609

The name and street address of the Initial Registered Agent of this Corporation is:

Mary Carbajal
3426 West Kennedy Boulevard
Tampa, Florida 33609

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director 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 Director of the corporation is as follows:

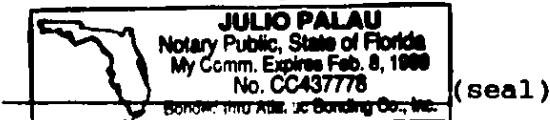
Mary Carbajal
3426 West Kennedy Boulevard
Tampa, Florida 33609

ARTICLE VII - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Mary Carbajal
3426 West Kennedy Boulevard
Tampa, Florida 33609

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of June, 1995.



STATE OF FLORIDA

)

ss

COUNTY OF HILLSBROUGH

)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Mary Carbajal who is known to me or who has produced _____ as identification and who is known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 26th day of June, 1995.

NOTARY PUBLIC

SIGN:

Julio Palau

PRINT:

Julio Palau
State of Florida at Large

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF REGISTERED AGENT
OF**

95 JUN 30 AM 11:29

BACKGROUNDS, INC.

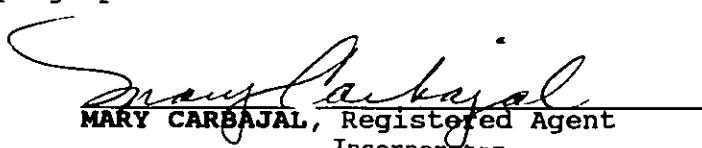
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

3426 West Kennedy Boulevard
Tampa, Florida 33609

has named **MARY CARBAJAL**
located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


MARY CARBAJAL, Registered Agent
Incorporator