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LAW OFFICES OF
Mary E. Van Winkle, P.C.
3844 BEE RIDGE ROAD
SUITE 202
SARASOTA, FL 34233

TEL 813-923-1688
FAX 813-923-0174

June 28, 1995

*AFTER 5/28/95 THE AREA
CODE WILL CHANGE TO 941

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: CommCard, Inc.

8000001529870
-07/03/95--01057--001
***122.50 ***122.50

Dear Sir/Madam:

Enclosed you will find an original and a copy of Articles of Incorporation to be filed for the above corporation. I have also enclosed a check in the amount of \$122.50 to cover the filing fee. Please return a certified copy of the Articles to our office in the enclosed envelope.

Should you have any questions or comments, please do not hesitate to contact our office.

Sincerely,

Kathy Zampella
Kathy Zampella
Legal Secretary

/K1z
enclosures

Handwritten initials and a large circle with "TB" inside.

ARTICLES OF INCORPORATION
OF
CommCard, Inc.

ARTICLE I - NAME

The name of this Corporation is: CommCard, Inc.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 3844 Bee Ridge Rd., Suite 202, Sarasota, Florida 34233 and the initial registered agent of this Corporation at such office shall be MARY E. VAN WINKLE, ESQ. who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Stockholders, but in no case shall the number of directors be less than one (1) nor more than four. The names and addresses of the directors constituting the initial Board of Directors are:

LYNN GEORGE

3414 Tallywood Lane
Sarasota, FL 34237

ARTICLE VII - MAILING and CORPORATE ADDRESS

The principal address for the corporation is:
3414 Tallywood Lane, Sarasota, Florida 34237

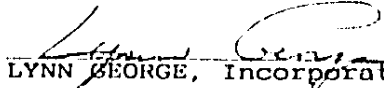
The mailing address for the corporation is:
4411 Bee Ridge Road, Suite 176, Sarasota, Florida 34233

ARTICLE VIII. - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

LYNN GEORGE

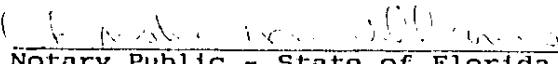
3414 Tallywood Lane
Sarasota, FL 34237


LYNN GEORGE, Incorporator

State of Florida
County of Sarasota

The foregoing instrument was acknowledged before me this 28th
day of June, 1995, by LYNN GEORGE, who is personally known OR
 who produced a driver's license as identification.

My Commission Expires:


Notary Public - State of Florida



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CommCard, Inc., at the place designated in the Articles of Incorporation, MARY E. VAN WINKLE, ESQ. agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: June 28, 1995