

995000062088

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
TALLAHASSEE, FL
95 AUG 10 AM 11:31

EFFECTIVE DATE
8-7-95

8/8/95

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

WALK-IN
Will Pick Up 8/8 12:00

RE: Budget - Calls
Corporation

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 checked="" type="checkbox"/> 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 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/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> 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



FLORIDA DEPARTMENT OF STATE

August 8, 1995

Sandra B. Mortham
Secretary of State

*F. EX #
139941098*

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

SUBJECT: BUDGET-CALLS CORPORATION
Ref. Number: W95000015898

We have received your document for BUDGET-CALLS CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 Lunt
Corporate Specialist

Letter Number: 895A00037070

*- also - must send back
this letter
w/ corrected
articles.*

COPIED

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
BUDGET-CALLS CORPORATION**

EFFECTIVE DATE
8-7-95

ARTICLE I - NAME.

The name of this corporation is **BUDGET-CALLS CORPORATION**

ARTICLE II - DURATION.

This corporation is to have perpetual existence beginning with the date of subscription and acknowledgment of these Articles of Incorporation which is **AUGUST 7, 1995.**

ARTICLE III - PURPOSE.

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

ARTICLE IV - CAPITAL STOCK.

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE V - PREEMPTIVE RIGHTS.

After the initial issue of common stock by this corporation, every shareholder, upon the sale for cash or other property, whether tangible or intangible or for labor or services actually performed for the corporation (the consideration) of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro-rata share of the stock of this corporation (as nearly as may be done without issuance of fractional shares) at the cash price determined by the Board of Directors at which time the stock would be issued to others for the consideration to be given by the other.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is 441 South Federal Highway, Deerfield Beach, Florida 33441 and the name of the corporations initial registered agent is KENNETH SUHANDRON.

ARTICLE VII - PRINCIPAL OFFICE.

The corporation's principal office and mailing address is:

**441 SOUTH FEDERAL HIGHWAY
DEERFIELD BEACH, FLORIDA
33441**

ARTICLE VIII - FIRST BOARD OF DIRECTORS.

This corporations first Board of Directors shall consist of one Director. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director of this corporation is:

**EDWARD STACKPOLE
16100 RIO RODEO
DELRAY BEACH, FLORIDA
33446**

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DIVISION OF CORPORATIONS

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ARTICLE IX - INCORPORATOR.

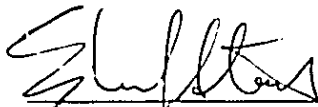
The name and address of the person signing these articles of incorporation is:

**EDWARD STACKPOLE
16100 RIO RODEO
DELRAY BEACH, FLORIDA
33446**

ARTICLE X - CUMULATIVE VOTING.

At each election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principal among any number of such candidates.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on AUGUST 7th, 1995.



EDWARD STACKPOLE, as Incorporator

KENNETH SUHANDRON hereby accepts his designation as the Registered Agent of BUDGET-CALLS CORPORATION and hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties as Registered Agent.

Executed on AUGUST 7th, 1995.



KENNETH SUHANDRON, as Registered Agent



BUDGET-CALLS CORPORATION

441 SOUTH FEDERAL HWY.
DEERFIELD BEACH, FL.
FLORIDA 33442-0005
TEL: (405) 428-8890
FAX: (405) 428-9005

P95000062088

July 22, 1996

Sirs;

Please change our mailing
address from the above to;

16100 Rio Rodeo
Delray Beach, Fl.
33446.

Thanking you in advance,

E. Stackpole

Edward I. Stackpole, Pres.

Upd 7/26/96
KAC:ng