

P950000064383

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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
CLERK OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 AUG 21 PM 1:00

8/21/95

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

WALK-IN Will Pick Up 821 1102

RE: C-Thru South
Fire Arts, Inc

	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 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/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

LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATES, PA

390 NORTH ORANGE AVENUE
SUITE 1300

POST OFFICE BOX 2471
ORLANDO, FLORIDA 32802-2471

TELEPHONE (407) 648-0300
TELECOMPER (407) 648-1155

SHELLEY K. GRAHAM
Legal Assistant

WEB, PALM BEACH, FLORIDA
TAMPA, FLORIDA
DETROIT, MICHIGAN
LANSING, MICHIGAN
HOUSTON, TEXAS
LOS ANGELES, CALIFORNIA

August 18, 1995

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

Re: C-Thru South & Fine Arts, Inc.

Dear Sir or Madam:


Enclosed you will find an original and one copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$122.50 representing \$35 filing fee, \$52.50 for a certified copy and \$35 registered agent fee. Return the certified copy to the courier delivering this letter to you.

Please be advised that we have reserved the name with the Secretary of State.

Please call my office if you have any questions. Thank you for your assistance.

Very truly yours,

HONIGMAN MILLER SCHWARTZ AND COHN



Shelley K. Graham
Legal Assistant

skg
Enclosures

ORLANDO/454051

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 21 PM 1:00

**ARTICLES OF INCORPORATION
OF
C-THRU SOUTH & FINE ARTS, INC.**

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of this corporation is C-THRU SOUTH & FINE ARTS, INC.

**ARTICLE II
DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE III
GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock in 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of the corporation is 515 W. Central Boulevard, Orlando, Florida 32801; the initial registered office of the corporation is 390 N. Orange Avenue, Suite 1300, Orlando, Florida 32801; and the name of the initial registered agent of this corporation is Wendy Anderson, whose address is 390 N. Orange Avenue, Suite 1300, Orlando, Florida 32801.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

- A. This corporation shall have two (2) directors initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Danny L. Potter
6375 E. Forest City Road
Orlando, Florida 32810

Blandie Martin
5401 Golf Course Drive
Jacksonville, Florida 32777

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator of this corporation is:

Wendy Anderson, Esq.
Honigman Miller Schwartz and Cohn
390 N. Orange Avenue, Suite 1300
Orlando, Florida 32801

ARTICLE IX
BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

**ARTICLE X
INDEMNIFICATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 21 PM 1:00

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XI
AMENDMENT**

The 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.


IN WITNESS WHEREOF, I, the undersigned has executed these Articles at Orlando, Florida, this 18th day of August, 1995.



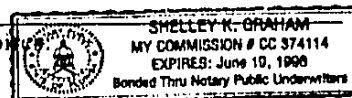
WENDY ANDERSON

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of August, 1995, by WENDY ANDERSON, who is personally known to me.




NOTARY PUBLIC
Print Name: _____
My Commission Expires _____



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:


WENDY ANDERSON