

P96000008494

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 \$ _____

RE: Marketing America
Beauty Network, Inc.

	C.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input 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"/> O U S		
<input type="checkbox"/> Fictitious Name File	50.00 16.93 0.46	
	-01/25/96 - 01/063 - 013	
	****122.50 ****122.50	
<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 Prop.		
<input type="checkbox"/> FAX () _____ pgs.		

96 JAN 26 PM 3:34
 RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

SUBTOTALS	
FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

96 JAN 25 PM 12:16
 RECEIVED
 DIVISION OF CONSUMER PROTECTION

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

Due
1-26-96

1996-1934

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME 1:25 _____
 BY [Signature] _____ CK No. _____

WALK-IN 1:25 2:00
 Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 JAN 26 PM 2:25
DIVISION OF CORPORATION

January 25, 1996

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

SUBJECT: MARKETING AMERICA REALTY NETWORK, INC.
Ref. Number: W96000001934

We have received your document for MARKETING AMERICA REALTY NETWORK, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 796A00003318

Corrected

01

ARTICLES OF INCORPORATION OF MARKETING AMERICA REALTY NETWORK, INC.

96 JAN 26 PM 3:34

The undersigned subscribers to these articles, each a natural person, do hereby agree to contract, hereby form a corporation under the laws of the State of Florida, and under the following articles:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be Marketing America Realty Network, Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation shall engage in any activities or business permitted under the laws of the United States or of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of one class denoted common stock having a nominal par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7100 Plantation Road, Suite 16, Pensacola, Florida 32504, and the name of the initial registered agent of this corporation at that address is G.T. Farrington, Jr.

The principal address and the registered office address are the same

ARTICLE VI - DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a board of one or more directors. The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders, but there shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the initial directors and the corporate officers are:

NAME	ADDRESS	OFFICE
G.T. Farrington, Jr.	7100 Plantation Road, Suite 16 Pensacola, FL 32504	President/Director Secretary/Treasurer
E.F. Farrington	2235 N. 81st Avenue Pensacola, FL 32508	Director

ARTICLE VIII - SUBSCRIBERS

The name and residence address of the subscribers to these articles of incorporation are:

NAME	ADDRESS
Concord Investment Management Corporation	7100 Plantation Road, Suite 16 Pensacola, FL 32504

ARTICLE IX - PRE-EMPTIVE RIGHTS

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

ARTICLE X - RESTRICTIONS ON SALE OF STOCK

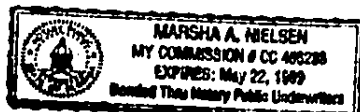
The corporation, and subject to the priority of the corporation the remaining stockholders of the corporation shall have preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation stating the terms of the bona fide offer which he has received, and unless the terms of such offer are accepted within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the

secretary of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice they shall be deemed to have waived their privilege of purchasing and the stockholders, or the person in privity with him, desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such bona fide offer.

Donald T. Farrington
President, Concord Investment Management Corporation

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 24th day of January, 1995, by G.T. Farrington, Jr., President of Concord Investment Management Corporation, who acknowledged that said company subscribed to those Articles.



Personally Known To Me
Marsha A. Nielsen
Notary Public

My commission expires 5/22/99


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
JAN 26 PM 3:34

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted for
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
compliance with said Act:

First: That Marketing America Realty Network, Inc., desiring to organize under the laws
of the State of Florida, with its principal office, as indicated in the Articles of Incorporation,
at the City of Pensacola, County of Escambia, State of Florida, has named G.T.
Farrington, Jr., located at 7100 Plantation Road, Suite 16, City of Pensacola, County of
Escambia, State of Florida, as its agent to accept service of process within the State.

Having been named to accept service of process for the above-named corporation at the
place designated in this certificate, I hereby agree to act in this capacity and agree to
comply with the provisions of said Act relative to keeping open said office.


G.T. Farrington, Jr. - Resident Agent

FILED
JAN 26 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA