

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 \$ _____

*Need Capital Conn
 INFORMATION BY PHONE TO
 DIRECT add information
 name to Article VIII
 OFF
 PH 3/27/94*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	<i>no</i>	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN *3/27 12:00*
 Will Pick Up _____

RE: *Esquire Two*
marketing services
Inc.

OS. FEE. MAIL DISBURSED
 TALLAHASSEE, FLORIDA

<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 checked="" type="checkbox"/> Foreign Corp. File	_____	_____
<input type="checkbox"/> () Cert. Copy (a) <i>photo</i>	_____	_____
<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 Prop.	_____	_____
<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

FILED

ARTICLES OF INCORPORATION
OF

96 MAR 27 AM 11:19

ESQUIRE TWO MARKETING SERVICES, INC. TALLAHASSEE, FLORIDA

SECRETARY OF STATE

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is Esquire Two Marketing Services, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

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

ARTICLE IV

The corporation shall have authority to issue 100 shares all of one class, \$1.00 par value.

ARTICLE V

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

10209 Gulf Blvd.
Treasure Island, Florida 33706

ARTICLE VI

The address of its initial registered office is 99101 Overseas Highway, P.O. Box 3346, Key Largo, Florida 33037, and the name of its initial registered agent at said address is Mark H. Gregg.

ARTICLE VII

The initial board of directors shall consist of two (2) director(s), whose name(s) and address(es) are:

Thomas M. Gregg

and

Mark H. Gregg

2958 1st Avenue North

99101 Overseas Highway

St. Petersburg, FL 33713

Key Largo, FL 33037

ARTICLE VIII

The name(s) and address(es) of the incorporator is:

Mark H. Grogg
99101 Overseas Highway, P.O. Box 3346

Key Largo, Florida 33037

ARTICLE IX

Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE X

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain

amendment to these Articles of Incorporation be made.

Mark H. Gregg
Incorporator

Dated: March 26, 1996

STATE OF FLORIDA
COUNTY OF MONROE

Before me, the undersigned authority, personally appeared
Mark H. Gregg, who is personally known to me or who has produced
_____ as identification and is well
known to be the persons described in and who subscribed the above
article of incorporation, and they did freely and voluntarily
acknowledge before me according to law that they made and
subscribed the same for the uses and purposes therein mentioned and
set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my
official seal, at Key Largo, in said County and State this 26th
day of March, 1996.

Donna Wachendorf
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:




FILED
MAR 27 AM 11:19
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

The following is submitted pursuant to and in compliance with
Sections 48.091 and 706.034, Florida Statutes:
Esquire Two Marketing Services, 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 Village of Key
Largo, County of Monroe, State of Florida, has named Mark H. Gregg
County of Monroe, State of Florida, as its agent to accept service
of process with the State.

ACKNOWLEDGMENT

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


Registered Agent