

CALVIN W. WILSON

Attorney at Law

P96000028706

XXXXXX GOVERNMENT XXXXXX
PENSACOLA, FLORIDA 3220X
TELEPHONE 434-0202
AREA CODE 904
880 Ash Dr 32503

March 22, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida, 32314

600001759536
-03/27/96--01058--002
****122.50 ****122.50

Re: Incorporation of F. M. Duncan Enterprises, Inc.

Dear Sir:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation.

Please endorse your approval of the articles on the duplicate and return it.

A check in the amount of \$122.50 is enclosed to cover costs.

Sincerely yours,

CALVIN W. WILSON

CWW/bw

FILED
MAR 27 PM 4:35
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

APR 2 1996

BGB

ARTICLES OF INCORPORATION
of
F. M. DUNCAN ENTERPRISES, INC.

FILED
96 MAR 27 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is: F. M. Duncan Enterprises, Inc.

ARTICLE II: PURPOSES

Telecommunication; sub-letting "900" service numbers; creating other long distance telecommunications services; purchase and sale of natural organic supplements; manufacturing clothing for infants and adults; and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE III: DURATION

This corporation shall exist perpetually, commencing upon the date of the filing with the Secretary of State.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "common stock."

ARTICLE V: ADDRESS: REGISTERED AGENT

The initial address of this corporation is 780 Ash Drive, Pensacola, Florida, 32503; the registered agent is Fred M. Duncan, 780 Ash Drive, Pensacola, Florida, 32503.

ARTICLE VI: INITIAL DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased from time to time, by by-laws adopted by the stockholders, but shall never be less than one. The name and address of the first directors are: Fred M. Duncan, 780 Ash Drive, Pensacola, Florida, 32503, and Karen Y. Duncan, 780 Ash Drive, Pensacola, Florida, 32503.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator and the number of shares subscribed and the value are: Fred M. Duncan, 780 Ash Drive, Pensacola, Florida, 32503, 500 shares at par value of \$1.00 per share.

ARTICLE VIII: BY-LAWS

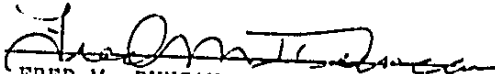
The power to adopt, alter, amend or repeal by by-laws shall be vested in the Board of Directors to the full extent permitted by law, and the stockholders of the corporation.

ARTICLE IX: INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provision contained herein or any amendment thereof, and any right conferred upon the shareholders is subject to this Article.

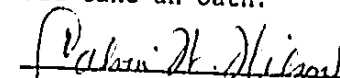

FRED M. DUNCAN

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

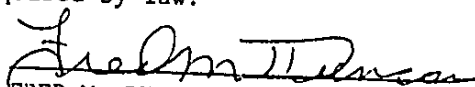
The foregoing instrument was acknowledged before me this 21st day of March 1996, by F. M. Duncan, President and Ass't Treasurer, of the F. M. Duncan Enterprises, Inc. He is personally known by me and did take an oath.



CALVIN W. WILSON
My Commission CC417633
Expires Oct. 31, 1998
Bonded by NFNU
800.224-6368


CALVIN W. WILSON: NOTARY PUBLIC
My comm. expires: 10-31-'98
My comm. number: CC-417633

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept and agree to act in this capacity and to comply with the provisions of the Florida Statutes relative to keeping the office at 780 Ash Drive, Pensacola, Florida, 32503, open as required by law.


FRED M. DUNCAN, RESIDENT AGENT