

CONTACT:

P960000 31758

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

FILED
96 APR 11 PM 2:12
TALLAHASSEE, FLORIDA

516048

400001777194
-04/11/96--01088--026
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Catalog Showcase, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy ARTICLES ONLY
- Mail out Will wait Photocopy Certificate of Status ALL CHARTER DOCS
- CERTIFICATE OF GOOD STANDING

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

RECEIVED
APR 11 PM 12:23
DIVISION OF CORPORATION

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HOLD FOR PICKUP BY UCC SERVICES

A. CHESSEB APR 11 1996

Examiner's Initials

ARTICLES OF INCORPORATION
OF
CATALOG SHOWCASE, INC.

FILED
96 APR 11 PM 2:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is CATALOG SHOWCASE, INC.

ARTICLE II

Duration

The period of existence of the corporation is perpetual.

ARTICLE III

Principal Office and Mailing Address

The principal place of business of the corporation is at 803 South Missouri #2, Lakeland, FL 33801. The mailing address of the corporation is P.O. Box 6867, Lakeland, FL 33807.

ARTICLE IV

Registered Office and Registered Agent

The initial registered office is at 803 South Missouri #2, Lakeland, FL 33801. The name of the initial registered agent at that address is Curtis A. Patterson.

ARTICLE V

Purpose

The general nature of the business to be transacted by this corporation, shall be:

(a) Sale and distribution of catalogs.

(b) To acquire by purchase or otherwise, to own and possess any real or personal property, of any kind or nature, wheresoever situated, and any interest in or right appertaining to any such property; to hold, use, improve, develop, deal in and operate any such property or any part hereof; to sell, lease, mortgage, pledge, or otherwise, dispose of all or any part of such property, or interest therein, or right thereto, or any part thereof; to build, erect, construct, maintain, improve, rebuild, enlarge, or alter buildings or other improvements, or any of such property or any part hereof; to sell, lease, mortgage, pledge, or otherwise,

dispose of all or any part of such property, or any rights of interest therein or thereto appertaining; and, generally, to deal with an act in relation to such property in any an every way.

(c) To buy, sell, manufacture, import, export, prepare, alter, exchange, let for hire and deal in and with all kinds of articles and things which may be required for the purpose of any of the business of the corporation, or commonly applied to or by, or dealt in or with, by persons engaged in any of said businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(d) To borrow or raise money for any of it's purposes without limit as to amount; and to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences or indebtednesses, of any nature and in manner, whether secured or unsecured, for monies borrowed; or, in payment of property acquired; or, for any of the objects or purposes of the corporation; and, to secure the payment of the principal and interest of any such obligations by mortgage, pledge, deed indenture, agreement, instrument of trust, lien upon, assignment of or agreement in respect of, all or any part of the property, real or personal, or the corporation, or all of any of it's rights of interest therein, wheresoever situated, and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds or obligations, or to discount notes of the corporation for its corporate purposes.

(e) To engage in any other business, or do any and all acts and things incident to, or which the Board of Directors may be deemed necessary to, the carrying out of the success of any business outlined above; to engage in any and every lawful business whatsoever, whether herein mentioned or not.

ARTICLE VI

Authorized Shares

The corporation is authorized to issue One Hundred shares of common stock having par value of \$1.00 a share.

ARTICLE VII

Directors

The initial board of directors shall consist of two (2) members. The names and addresses of the first board of directors are:

<u>Name</u>	<u>Address</u>
Curtis A. Patterson	5932 Buck Run Dr. Lakeland, FL 33801
Debra K. Patterson	5932 Buck Run Dr. Lakeland, FL 33801

ARTICLE VIII

Incorporator

The name and address of the incorporator is Curtis A. Patterson, 5932 Buck Run Dr., Lakeland, FL 33801.

ARTICLE IX

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X

This corporation shall have power to conduct business in any state or foreign country and to maintain offices there subject to the laws of such jurisdiction.

IN WITNESS WHEREOF, I have executed these articles of incorporation this 10th day of April, 1996.

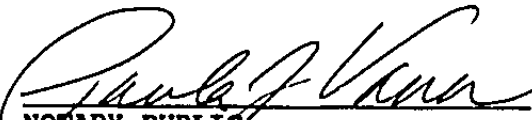


 CURTIS A. PATTERSON

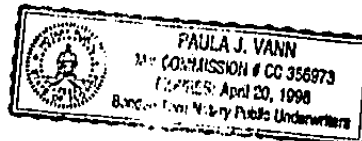
STATE OF FLORIDA
COUNTY OF POLK

Personally appeared before me, the undersigned authority, this day, CURTIS A. PATTERSON, who is personally known to me or has produced a driver's license as identification and who executed the above freely and voluntarily for the purposes therein expressed.

Subscribed and sworn to before me on this 10th day of April, 1996.



 NOTARY PUBLIC
 My Commission Expires:
 My Commission Number is:



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Address of the Officers and Directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, That, CATALOG SHOWCASE, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, and State of Florida, HAS named CURTIS A. PATTERSON, located at 803 South Missouri #2, Lakeland, FL 33801 as its agent to accept service of process within the state.

OFFICERS:	TITLE NAME:	SPECIFIC ADDRESS:
Curtis A. Patterson	President/Director	5932 Buck Run Dr. Lakeland, FL 33801
Debra K. Patterson	Vice President, Secretary/Treasurer and Director	5932 Buck Run Dr. Lakeland, FL 33801

By: Curtis A. Patterson
CURTIS A. PATTERSON
Registered Agent

FILED
96 APR 11 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at 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.

By: Curtis A. Patterson
CURTIS A. PATTERSON
Registered Agent

It is necessary to file this Certificate within thirty days after filing Certificate of Incorporation, as to domestic corporations and within thirty days after issuance of permit to foreign corporations; and thereafter when corporation has changed its place of business or agent or changed its officers and/or directors.