

P96000034848

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

RE: Day Savers Trd. REP

95 APR 22 PM 3:04

TALLAHASSEE, FLORIDA

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 \$ _____

- Capital Express™
- Art. of Inc. File _____
- Corp. Record Search _____
- Ltd. Partnership File _____
- Foreign Corp. File _____
- () Cert. Copy(s) photo
- Art. of Amend. File _____
- Dissolution/Withdrawal _____
- C U S _____
- Fictitious Name File _____
- Name Reservation 300001788183
- Annual Report/Financial Statement -04/22/96--01078--004
- Reg. Agent Service *****70.00 *****70.00
- Document Filing _____
- Corporate Kit _____
- Vehicle Search _____
- Driving Record _____
- Document Retrieval _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- File No.'s, _____ Copies
- Courier Service _____
- Shipping/Handling _____
- Phone () _____
- Top Priority _____
- Express Mail Prep. _____
- FAX () _____ pgs.

SUBTOTALS _____

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

95 APR 22 11:23
 DIVISION OF REVENUE
 TALLAHASSEE, FLORIDA

PH 4/22/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>Gar</u>	_____	_____	_____

WALK-IN Will Pick Up 4/22 9:00

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

ORIGINAL

ARTICLES OF INCORPORATION
OF
DaySavers, Inc.

FILED
20 APR 22 11 30 AM

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME.

The name of the corporation shall be DaySavers, Inc.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office and mailing address of the Corporation is 853 Vanderbilt Beach Road, Suite 203, Naples, in Collier County, State of Florida 33963. The initial registered agent at this address is MYRON L. PEDERSON.

ARTICLE III. DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. PURPOSES.

The purposes for which this Corporation is organized is to engage in business ventures of all kinds and to engage in any and all lawful business.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this corporation is formed. In addition, the Corporation shall have the following specific powers:

(A) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(B) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue and have outstanding at any time is ten thousand (10,000).

Section 2. Pre-emptive Rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000.00).

ARTICLE VIII. INTERESTED DIRECTORS.

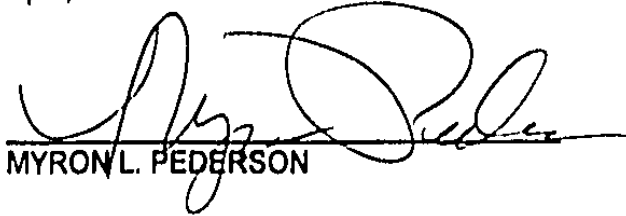
No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

ARTICLE IX. INCORPORATOR.

The name and street address of the incorporator to these Articles of Incorporation is:

MYRON L. PEDERSON
853 Vanderbilt Beach Road, Suite 203
Naples, FL 33963

In witness whereof, the undersigned has hereunto set his hand this 17 day of April, 1996.



MYRON L. PEDERSON

ORIGINAL

FILED

CLERK OF DISTRICT COURT

TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

KNOW ALL MEN BY THESE PRESENTS that, pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, DaySavers, Inc., organized under the laws of the State of Florida, states that MYRON L. PEDERSON of 853 Vanderbilt Beach Road, Suite 203, Naples, FL 33963, a natural person and resident of Collier County, being the County in which the principal office of DaySavers, Inc., is located, is hereby appointed as the resident agent of the Corporation and the person on whom process, tax notices and demands against DaySavers, Inc., may be served.

DaySavers, Inc.,

By

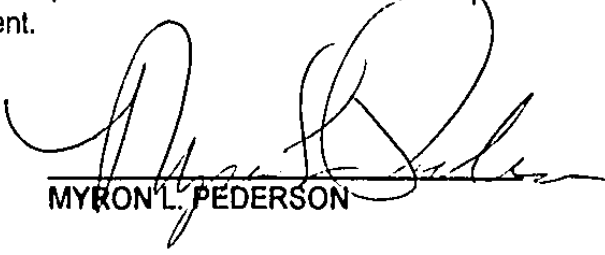

MYRON L. PEDERSON

Date: April 17, 1996

ACCEPTANCE

853 Vanderbilt Beach Road, Suite 203
Naples, FL 33963

The undersigned, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, hereby accepts the appointment as registered agent of DaySavers, Inc., and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as registered agent.


MYRON L. PEDERSON