

May 3, 1996

U-PAGE II, Inc.
2638 S. Harbour City Blvd.
Melbourne, Florida 32901
(407) 726-3938

Secretary of State,
Corporation Division
The Capital
Tallahassee, Florida 32301

RE:

200001814632
-05/09/96--01049--014
****122.50 ****122.50

Dear Sir:

Enclosed please find the following:

1. Original and one (1) copy of Articles of Incorporation
2. Resident Agent Certificate
3. Check for \$122.50 for the following fees:

a. Filing Fee	\$35.00
b. Certified Copy of Articles	52.50
c. Registered agent certificate	<u>35.00</u>

Total \$122.50

Yours Truly,

Mary E. Banks
Mary E. Banks

5/14/96
IB

611

P9600004459

FILED
MAY 24 PM 1:05
TALLAHASSEE
SECRETARY OF STATE
CORPORATION DIVISION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1996

MARY E. BANKS
2638 SO. HARBOUR CITY BLVD.
MELBOURNE, FL 32901

SUBJECT: U-PAGE II, INC.
Ref. Number: W96000010254

We have received your document for U-PAGE II, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 696A00023892

ARTICLES OF INCORPORATION
of
U-PAGE II, Inc.

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APR 24 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be U-Page II, Inc.

ARTICLE II - PURPOSE

The general character or nature of the business to be transacted by this corporation is: to engage in any activities or business permitted under the laws of the United States and the State of Florida. The primary business transacted by this corporation is sales and services.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having no par value.

Authorized capital stock may be pay for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is ten thousand and 00/100 dollars (\$10,000).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be at 2638 South Harbour City Blvd., Suite A, Melbourne, Brevard County, Florida. The Board of Directors may from time to time designate such other address and place of the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than three.

ARTICLE VIII - INITIAL DIRECTORS

The name and address of the first Directors, who shall hold office is as follows:

NAME	ADDRESS
Mary E. Banks	2638 S. Harbor City Blvd., Melbourne, Florida 32901
Gladys M. Shephard	901 E. Juniper Lane, Melbourne, Florida 32901
Homer L. Brantley	506 E. Walker Street, Melbourne, Florida 32901

ARTICLE IX - AMENDMENT

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 the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X - SPECIAL PROVISION

(a) POWERS OF BOARD OF DIRECTORS - In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) To make, amend, and alter the by-laws of this corporation.
- (2) To fix the amount to be reserved as working capital over and above its capital stock paid in.
- (3) From time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the corporation, other than the stock book or any of them shall be open to inspection of the stockholders; and no stockholder shall have any right to inspection of any account book or document of this corporation except as conferred by statute, unless authorized by resolution of the stockholders or directors.

(b) DISPOSITION OF ASSETS - Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholder's meeting duly called for the purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitled them to exercise at least holding stock in the corporation entitled them to exercise at least a majority of the voting powers, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and authority and assets of this corporation, including its corporate franchises or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deem expedient for the best interest of the corporation.

(c) POWERS - This corporation may in its by-laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statutes.

(d) SELF-DEALING -No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or

invalidated by the fact that any one or more of the directors or officers of the corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation; and any director or directors or officers of such other corporation, and any other director or directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the corporation, or in which the corporation is interested and no contract, act, or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors or officers of the corporation is a party or are parties to or interested in such contract, act, or transaction, in any way connected with such person or persons, firm or corporation; and each and every person who may become a director or officer of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any wise interested. Any director of the corporation may vote any contract or other transaction between the corporation and any subsidiary or controlled corporation.

(e) **MEETING** - Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of this corporation (subject to the provision of the applicable statutes) outside the State of Florida at such places as from time to time may be designated by the Board of Directors.

(f) **RESTRICTIVE PROVISIONS** - The Board of Directors or the stockholders of this corporation may, by the adoption of appropriate resolutions for this corporation, not in contravention of the statutes and other laws and regulations of the State of Florida and the United States or America, authorized whatever restrictions on the transfer of the capital stock of this corporation as they shall deem appropriate.

I, THE UNDERSIGNED, being the original subscribers to the capital stock heretofore named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribed, acknowledge, and file these Articles hereby declaring and certifying that the facts herein stated are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 6th day of May, 1996.

Mary E. Banks

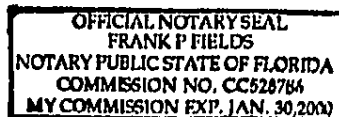
Name: Mary E. Banks
Address: 704 E. Brothers Avenue
Melbourne, Florida 32901

Gladys M. Shephard

Name: Gladys M. Shephard
Address: 901 E. Juniper Lane,
Melbourne, Florida 32901

Homer L. Brantley

Name: Homer L. Brantley
Address: 506 E. Walker Street,
Melbourne, Florida 32901



STATE OF FLORIDA
COUNTY OF BREVARD

FILED
95 MAY 24 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, personally appeared the following subscriber:
MARIE E. Banks, to me well known and known to me to
be the individual described in and who executed the foregoing Articles of
Incorporation, and acknowledged before me that s/he executed same for the
purpose therein expressed.

WITNESS my hand and official seal in the county and state named above,
this 6 day of MAY, 1996.

Frank P. Fields
State of Florida at Large
My Commission Expires:

OFFICIAL NOTARY SEAL
FRANK P. FIELDS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC528786
MY COMMISSION EXP. JAN. 30, 2000

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

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

That U-Page II, Inc., desiring to organize under the laws of the State
of Florida with its principle office as indicated in the Articles of Incorporation
at Melbourne, Brevard County, Florida 32901, has named Mary E. Banks,
whose address is, 2638 South Harbor City Blvd. Brevard County, Florida
32901, as its agent to accept service of process within this state.

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 provision of said Act relative to
keeping open said office.

By:


Resident Agent Mary E. Banks

Date: May 3, 1996

FILED
96 MAY 24 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA