

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10149, 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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

F. CHESSEY JUN 19 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY Gen _____

WALK-IN 6/19 12:00
 Will Pick Up _____

of No 53085
 RE: Value Import
Products, Inc.

P96 0000 52184

- | | | | |
|-------------------------|-------|-----------|-------|
| Capital Conn. | _____ | DISBURSED | _____ |
| Art. of Amend. File | _____ | FILED | _____ |
| Corp. Record Search | _____ | _____ | _____ |
| Ltd. Partnership File | _____ | _____ | _____ |
| Foreign Corp. File | _____ | _____ | _____ |
| () Cert. Copy(s) | _____ | _____ | _____ |
| Art. of Amend. File | _____ | _____ | _____ |
| Dissolution/Withdrawal | _____ | _____ | _____ |
| C U B | _____ | _____ | _____ |
| Flotillous Name File | _____ | _____ | _____ |
| Name Reservation | _____ | _____ | _____ |
| Annual Report/Statement | _____ | _____ | _____ |
| Reg. Agent Service | _____ | _____ | _____ |
| 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 Prop. | _____ | _____ | _____ |
| FAX () _____ | _____ | _____ | _____ |

700001867157
 -06/19/96--01074--045
 ****122.50 ****122.50

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

**ARTICLES OF INCORPORATION
OF
VALUE IMPORT PRODUCTS, INC**

Article I

Name

The name of the corporation is Value Import Products, Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business or mailing address of this corporation shall be:

23317 Water Circle
Boca Raton, FL 33486

FILED
95 JUN 19 AM 11:20
TALLAHASSEE, FLORIDA

Article V

Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$.01) par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 23317 Water Circle, Boca Raton, FL 33486, and the name of the initial registered agent of this corporation at the address is John J. Brehm.

Article VII

Initial Board of Directors

This corporation shall have the following number of directors initially: 3. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Anthony R. Russo
Robert E. O'Meara
John J. Brehm

Article VIII

Incorporators

The name and address of the person signing these Articles are:

John J. Brehm
854 NE 75th St.
Boca Raton, FL 333487

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, to the fullest extent permitted by law

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on June 17, 1996.


John J. Brehm, Incorporator

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

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **VALUE IMPORT PRODUCTS, INC.**

2. The name and address of the registered agent and office is:

**John J. Brehm
23317 Water Circle
Boca Raton, FL 33486**

**FILED
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TALLAHASSEE, FLORIDA**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature *John J. Brehm*

Date: June 17, 1996