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BEALE & ASSOCIATES, INC.

96 JUL -8 PM 1:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 03, 1996

Secretary of State
Division of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314

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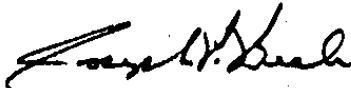
To Whom It May Concern:

Please find enclosed the Articles of Incorporation for:

CRANFORD'S COLLECTION CONNECTION, INC.

I hereby deliver these articles of incorporation and appropriate filing fees and request the Department of State to file these articles of incorporation in accordance with Chapter 607.164 of Florida Statutes.

Sincerely,



Joseph P. Beale

enclosures:	articles of incorporation	
	certificate designating place of business and	
	naming registered agent	
filing fees:	articles of incorporation filing	35.00
	registered agent	35.00
	certified copy	52.50
		<u>122.50</u>

PH
7/10/96

ARTICLES OF INCORPORATION OF

Cranford's Collection Connection, Inc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, subscribes, acknowledges, and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I Name & Address

The name of this corporation is:

Cranford's Collection Connection, Inc.

The address of the principle office is:

**110 N. Orlando Avenue # 6
Maitland, FL 32751**

ARTICLE II Term of Existence

This corporation shall commence as of the date of the filing on these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE III Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 750,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be **Richard Cranford**. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is **1213 Beatrice Drive, Orlando, Florida 32810**.

ARTICLE VI
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one(1). Except for the number constituting the Initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VII
Initial Board of Directors

The names and street addresses of the members of the Initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

Name	Address
Richard Cranford	1213 Beatrice Drive Orlando, FL 32810

ARTICLE VIII
Incorporator

The name and street address of the incorporator is:

Name	Address
Joseph P. Beale	7185 Scott Avenue Tangerine, FL 32777-0493

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE X
Indemnification

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

ARTICLE XI
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the Incorporator executed these Articles of Incorporation this 30th day of JULY, 1996.



Joseph P. Beale

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th day of July, 1996 by Joseph P. Beale, who is personally known to me or who has produced W/A as identification and who did (did not) take an oath.



Notary Public, State of Florida



A LAYNE BLACKWELDER
My Commission CC306563
Expires Aug. 07, 1997
Bonded by AHB
800-653-5878

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


FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

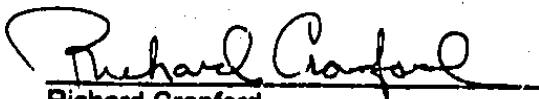
In compliance with Chapter 607.034, Florida Statutes,
the following is submitted:

That **Cranford's Collection Connection, Inc.**, desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business at the City of
Maitland, State of Florida, has named **Richard Cranford** located at **1213 Beatrice Drive,**
City of Orlando, State of Florida, as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business
of the registered agent are identical.


Richard Cranford Date
President

Having been named to accept service of process for the above-named corporation,
at the place designated in this certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.


Richard Cranford
Registered Agent

7-3-96
Date