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Allweiss & Allweiss
Attorneys At Law
A Partnership of P.A.'s

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St. Petersburg, Florida 33709

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ALLEN P. ALLWEISS
MICHAEL D. ALLWEISS

July 17, 1996

300001899383
-07/19/96--01099--016
*****78.75 *****78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: United Consumers Club of the Suncoast of Florida, Inc.

Dear Sir/Madam:

Enclosed please find United Consumers Club of the Suncoast of Florida, Inc.'s Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office. I have also enclosed a check in the amount of \$78.75 for your certificate and filing fees.

Should you have any questions or desire additional information, please do not hesitate to contact my office.

Sincerely,

ALLWEISS, & ALLWEISS

Michael D. Allweiss
Michael D. Allweiss

MDA/mls
Encls.

JUL 23 1996

FILED
96 JUL 19 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
UNITED CONSUMERS CLUB OF THE SUNCOAST OF FLORIDA, INC.**

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607.0202 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

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96 JUL 12 PM 1:51
STATE OF FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be **UNITED CONSUMERS CLUB OF THE SUNCOAST OF FLORIDA, INC.**

ARTICLE II - PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office and mailing address shall be at 3325 66th Street North, St. Petersburg, Florida 33710

ARTICLE III - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 100,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 4020 Park Street North, Suite 202, St. Petersburg, Florida 33709.

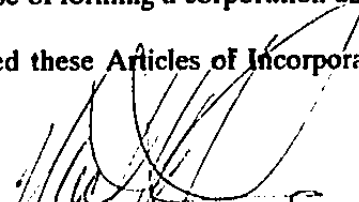
Section 2. The name of the initial registered agent of the Corporation located at said address shall be **MICHAEL D. ALLWEISS, ESQUIRE.**

ARTICLE V - INCORPORATOR

The name and address of the incorporator is:

Name	Address
MICHAEL D. ALLWEISS, ESQUIRE	4020 Park Street North Suite 202 St. Petersburg, FL 33709

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 12th day of July, 1996.



MICHAEL D. ALLWEISS, ESQUIRE

**CERTIFICATE OF DESIGNATION OF
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:

UNITED CONSUMERS CLUB OF THE SUNCOAST OF FLORIDA, INC.

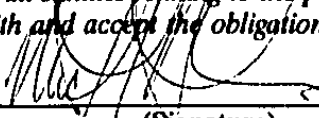
2. The name and address of the registered agent and office is:

MICHAEL D. ALLWEISS, ESQUIRE
(Name)

4020 Park Street North, Suite 202
(P.O. Box not acceptable)

St. Petersburg, Florida 33709
(City/State/Zip)

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)

7/12/96

(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ALLEN R. ALLWEISS
MICHAEL D. ALLWEISS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOV 15 2:55 PM '96
Telephone (813) 384-3515
Telex (813) 384-3202

November 11, 1996

Department of State
Division of Corporations
Amendments Division
Post Office Box 6327
Tallahassee, Florida 32314

900002006029--0
-11/15/96--01074--003
*****43.75 *****43.75

RE: Articles of Amendment to Articles of Incorporation of United Consumers Club of the Suncoast of Florida, Inc.

Dear Sir/Madam:

Enclosed please find United Consumers Club of the Suncoast of Florida, Inc.'s Articles of Amendment to Articles of Incorporation. We have also enclosed a check in the amount of \$43.75 for the appropriate filing fees and receipt of a certificate of status.

It is imperative that the above Articles of Amendment be filed with the State as soon as possible. Accordingly, if you should have any questions or require any additional information, please contact our office immediately.

Thank-you in advance for your prompt attention and assistance in this matter.

Sincerely,

ALLWEISS & ALLWEISS

Michael D. Allweiss
Michael D. Allweiss

*MALIA gave
authorization to
complete thru
11/19*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOV 15 PM 2:55
FILED

MDA/ms
Encls.

cc: Marie Powell & Associates, Inc.

MP 11-19
WAB 11-19

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

United Consumers Club of the Suncoast of Florida, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I of the Articles of Incorporation be and are hereby amended to read as follows:

The name of this Corporation is
Melissa Enterprises, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV 15 PM 2:55

FILED

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 10-29-96 .

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 29 of OCT, 19 96.

Signature _____
(By the chairman or vice chairman of the board of directors, president or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JOHN G. POWELL

Typed or printed name

C.E.O. / DIRECTOR

Title