

P96000071368

BORING, PARROTT & PILGER, P. C.

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OF COUNSEL
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DANIEL H. MACKREY

ALSO ADMITTED IN:
* THE DISTRICT OF COLUMBIA
* MARYLAND
* FLORIDA

August 8, 1996

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-08/13/96--01103--002
*****78.75 *****78.75

Re: C&C Communications, Inc.

Dear Sir:

I enclose an original and one copy of the Articles of Incorporation for C&C Communications, Inc. and Written Consent to Act as Registered Agent. Also enclosed is our check payable to Department of State for \$78.75 for filing fees and certificate. Please return the certificate to the undersigned.

Very truly yours,

James L. Boring

JLB/rml

encls.

cc: Ms. Jean E. Carper

154/28
W96-17070

LAW OFFICES
BORING, PARROTT & PILGER, P. C.

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ALSO ADMITTED IN:
* THE DISTRICT OF COLUMBIA
* MARYLAND
* FLORIDA

August 23, 1996

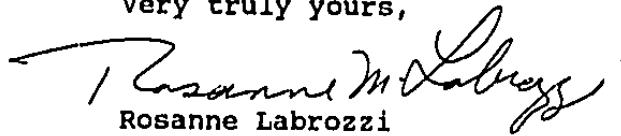
Department of State
Division of Corporations
ATTN: Sharon Tala
PO Box 6327
Tallahassee, FL 32314

Re: Carper & Carper Communications, Inc.

Dear Sir:

I enclose an original and one copy of the Articles of Incorporation for Carper and Carper Communications, Inc. and Written Consent to Act as Registered Agent. Please apply our check in the amount of \$78.75 representing the filing fee which your office has retained subsequent to the denial of the prior Articles of Incorporation (see copy of your letter attached). Please return the certificate to James L. Boring, Esq. at the above address.

Very truly yours,


Rosanne Labrozzi
Paralegal

JLB/rml

encls.

cc: Ms. Jean E. Carper
James L. Boring, Esq.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1996

JAMES L. BORING, ESQ.
307 MAPLE AVENUE WEST, (SUITE D)
VIENNA, VA 22180-4368

SUBJECT: C&C COMMUNICATIONS, INC.
Ref. Number: W96000017070

We have received your document for C&C COMMUNICATIONS, INC. and your check(s) totalling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 496A00038841

ARTICLES OF INCORPORATION
OF
CARPER & CARPER COMMUNICATIONS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

1. The name of the corporation is **Carper & Carper Communications, Inc.** The corporation's principal office is located at 1500 Von Phister, Key West, Florida 33040. The existence of the corporation shall begin on the filing of these Articles of Incorporation; the duration of the corporation is perpetual.
2. The purposes for which the corporation is organized are to sell, market, distribute, advertise and promote health information and products and to engage in and carry on any business or activity not prohibited by law or required specifically to be stated in these Articles.
3. The aggregate number of shares the corporation has authority to issue is Ten Thousand (10,000) shares of common stock, no par value. The Board of Directors is authorized to issue from time to time stock of any class or series, whether now or hereafter authorized, for such consideration and upon such terms, conditions, limitations, and preferences as the Board of Directors deems advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the corporation. Shareholder approval is not required for the issuance of any right, option, or warrant in respect of shares to any officer or employee of the corporation or any of its subsidiaries. Shares of one class or series may be issued as a share dividend in respect of shares of another class or series.
4. The post office address of the corporation's initial registered office is 1500 Von Phister, Key West, Florida 33040. The name of the corporation's initial registered agent is Jean E. Carper, a resident of the State of Florida.
5. The entire initial voting power is vested in the holders of the common stock. Each outstanding share of the corporation's common stock is entitled to one (1) vote on each matter submitted to a vote of the shareholders. There shall not be cumulative voting in the election of directors. There shall be no preemptive rights of the shareholders of the corporation to acquire unissued shares of the corporation upon the decision to issue such shares.

5. Special meetings of the shareholders may be called by a majority of issued and outstanding shares of the corporation. Special meetings of the Board of Directors may be called by a majority of the directors then serving. The foregoing notwithstanding, either the chairman of the Board or the president may call a special meeting of the shareholders or the Board of Directors.

6. A quorum at any meeting of the shareholders or the directors consists of a majority of the issued and outstanding shares of the corporation or a majority of the directors then serving.

7. The following actions may be approved by a majority of the issued and outstanding shares of the corporation: amendment of these Articles, merger or share exchange with another entity, sale of assets other than in the regular course of the corporation's business, and dissolution of the corporation.

8. The corporation shall indemnify any individual made a party to any proceeding because of his or her actions or omissions as a director or officer of the corporation at any time to the fullest extent permitted by law. This paragraph is in expansion of, and not in limitation of, any individual's rights to indemnification as provided by law. Except as otherwise provided by law, in any proceeding brought by or on behalf of the corporation or brought by or on behalf of the shareholders of the corporation, the damages assessed against any officer or director arising out of a single transaction, occurrence, or a course of conduct shall not exceed the sum of One Dollar (\$1.00). The liability of a director or officer shall not be so limited if the director or officer engaged in willful misconduct or a knowing violation of criminal law, or of any federal or state securities law, including without limitation any claim of unlawful insider trading or manipulation of the market for any security.

9. If any two or more shareholders or subscribers to stock of the corporation enter into any agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, gift, pledge, hypothecate or transfer, on the books of the corporation, any or all of the stock of the corporation held by them, or if the corporation and any shareholder(s) enter into such an agreement, and if a copy of any such agreement is filed with the corporation, then such stock shall not thereafter be transferred on the books of the corporation, except in accordance with the terms and provisions of such agreement. Further, the corporation is authorized to enter into an agreement or agreements with shareholders for the redemption of stock, and the corporation is bound by the terms of such agreement or agreements. All certificates of shares of stock subject to any such abridgements, limitations, or restrictions as aforementioned shall have a reference thereto endorsed thereon by an officer of the corporation. Shares

transferred in violation of such abridgements, limitations, or restrictions are not entitled to dividends or voting rights until offered to the party or to whom said agreement requires said shares to be offered, at one dollar (\$1.00) per share, in which event the offer, method of acceptance of the offer, method of payment, and other terms of the transfer are to be determined by the provisions of said agreement, although the offering price shall conclusively be one dollar (\$1.00) per share, regardless of the offering price provided under said agreement. Nothing herein, however, precludes the corporation or the shareholders from resorting to any other appropriate legal process for enforcement of any such agreement.

10. The corporation has without limitation, the following powers:

a. To conduct its business, carry on its operations, have offices, and have and exercise all powers, rights, and privileges granted to or conferred upon corporations of similar nature by the Florida Corporation Act and by the other laws of the State of Florida and other appropriate jurisdictions now or hereafter in effect; to have a corporate seal which may be altered at pleasure, but failure to use the corporate seal does not affect the validity of any instrument; to make and alter bylaws, not inconsistent with these Articles of Incorporation or with law, for the administration and regulation of the affairs of the corporation.

b. To lend money to its employees, officers and directors, and otherwise assist them; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and to guarantee the payment of any obligation and/or contract by any person, corporation, partnership, joint venture, trust or other enterprise in which this corporation is interested in any way.

c. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

d. To insure for the benefit of the corporation the life of any of its directors, officers or employees, to insure the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by such shareholder, and to continue such insurance after the relationship terminates.

e. To indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal,

administrative, arbitrativo or investigative (including an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action of the Board of Directors, and are not inconsistent with law; provided, however, that this paragraph is not in limitation of any right to indemnification or limitation of liability any director or office may have under law. This indemnity may continue as to a person who has ceased to have the capacity referred to above and may inure to the benefit of the heirs, personal representatives, and successors of such person.

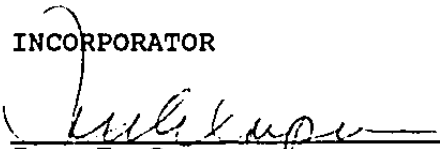
f. To purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability assessed against him or her and incurred by him or her in any such capacity or arising out of his status as such.

11. Subject only to the express provisions of these Articles, these Articles may be amended in a manner now or hereafter prescribed by statute. The power of making, amending, and repealing bylaws is to be exercised by the Board of Directors, but all bylaws made by the directors may be amended or repealed by the shareholders by an appropriate action.

12. The number of directors constituting the initial Board of Directors is one. The name and address of the initial director is: Jean E. Carper, 1500 Von Phister, Key West, Florida 33040.

Dated: Aug 21, 1996.

INCORPORATOR


Jean E. Carper
1500 Von Phister
Key West, Florida 33040

WRITTEN CONSENT TO ACT AS REGISTERED AGENT

TO: Florida Department of State
Corporations Division

Having been named to accept service of process for CARPER & CARPER COMMUNICATIONS, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Jean-E. Carper

Date

Aug 21, 1996

96 AUG 27 AM 9:01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS