

P96000083277

Earl Porter
2855 Calle de Molina
Santa Fe, NM 87505

FILED

96 OCT -4 PM 12:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 23, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

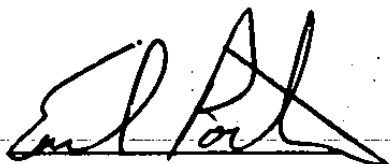
RE: Articles of Incorporation - ChangeCraft Corporation

Dear Sir:

In accordance with my understanding of the requirements to charter the above captioned entity in Florida, I have enclosed the executed Articles of Incorporation and a check for \$122.50 payable to the Department of State.

I understand the incorporation fee is \$70.00; the fee for a certified copy of the Articles is \$52.50. Accordingly, please find same.

Respectfully,



Earl Porter

GMB/EP/cm:*AD.DOS
Enclosure

TH
10-9-96

ARTICLES OF INCORPORATION
OF
CHANGECRAFT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is ChangeCraft Corporation

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

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

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of no par value common stock.

ARTICLE V - Initial Street Address

The street address of the initial principal office of this corporation is 3522 Kilmer Drive, Lakeland, FL 33803, and the name of the initial registered agent of this corporation is Linda Wesley.

The mailing address of this corporation is c/o Earl Porter, 2855 Calle de Molina, Santa Fe, NM 87505.

ARTICLE VI - Initial Board of Directors

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than three (3).

The names and addresses of the initial directors of this corporation are:

Earl Porter	2855 Calle de Molina, Santa Fe, NM 87505
Doug Wesley	3522 Kilmer Drive, Lakeland, FL 33803
Veronica Bonz	2739 Walnut Street, Orlando, FL 33806
Kenneth Branch	12507 Nightingale Drive, Chester, VA 23831

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VII - Incorporator

The name and address of the person signing these articles is:

Earl Porter 2855 Calle de Molina, Santa Fe, NM 87505

ARTICLE VIII - By-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE IX - Indemnification

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

ARTICLE X - Pre-emptive Rights

There shall be no pre-emptive rights.

ARTICLE XI - 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 a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - INTERNAL REVENUE CODE

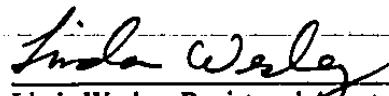
This corporation is being incorporated pursuant to provisions of Section 1244 of the Internal Revenue Code and the regulations pertaining thereto.

ARTICLE XIII - Registered Agent

In accordance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, ChangeCraft Corporation, desiring to organize under the laws of the State of Florida, with its principal office a the City of Lakeland, County of Polk, and State of Florida, has named Linda Wesley, located at 3522 Kilmer Drive, Lakeland, FL 33803, 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 the place designated in this certificate, I hereby agree to comply with the provisions of said Act relative to keeping open said office.


Linda Wesley, Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 th day of September, 1996



Earl Porter, Subscriber

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW MEXICO
COUNTY OF SANTA FE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Earl Porter, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26 th day of September, 1996.


Notary Public
state of New Mexico
My commission expires: 3-16-1996

