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LETTER OF TRANSMITTAL

96 OCT 10 AM 10:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE: NOV 1, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE FL. 32314

RE: THE CONSUMER CLUB, INC.

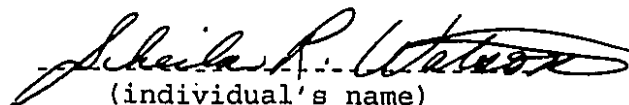
GENTLEMEN :

500001970325
-10/10/96--01030--002
+***122.50 +***122.50

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF
THE ARTICLES OF INCORPORATION TOGETHER WITH A CHECK
IN THE AMOUNT OF 122.50.

THIS REPRESENTS THE COST OF FILING FEES. FIND INCLOSED
CERTIFIED COPY OF ARTICELES OF INCORORATION AND FEES
FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED
CORPORATION.

VERY TRULY YOURS,
SHELIA R. WATSON


(individual's name)

MAILING ADDRESS OF
CORPORATION

124 S. W. 19TH STREET

CAPE CORAL, FL 33991

PHONE NUMBER

(941) 574-4431)

PK
10/14/96

ARTICLES OF INCORPORATIONS
OF
THE CONSUMER CLUB, INC.

NAME OF CORPORATION

THE UNDERSIGNED SUBSCRIBER (S) TO THESE ARTICLES OF INCORPORATION. NATURAL PERSON (S) COMPETENT TO CONTRACT. HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I- CORPORATE NAME
THE NAME OF THE CORPORATION IS :

THE CONSUMER CLUB, INC.

ARTICLE II - DURATION
THE CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE
THE CORPORATION IS ORGANISED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK
THE CORPORATION IS AUTHORIZED TO ISSUE 100 SHARES (100) OF COMMON STOCK 100 dollars (100) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGN "COMMON SHARES)."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT
SHELIA WATSON
THE PRINCIPAL OFFICE. IF KNOWN, OR THE MAILING ADDRESS OF THE CORPORATION IS SOUTHERN TRACTOR SERVICE, INC.
: SHELIA R. WATSON
ADDRESS: 124 S.W. 19TH ST.
CAPE CORAL, FL 33991

THIS CORPORATION SHALL HAVE TWO 2) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY EITHER INCREASED OR DIMINISED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESS OF THE INITIAL DIRECTORS OF THE CORPORATION ARE AS FOLLOWS:

NAME SHELIA R. WATSON
ADDRESS 124 S.W. 19TH ST
CAPE CORAL, FL 33991

NAME JOSEPH C. MANZONI, JR.
ADDRESS 124 S.W. 19TH STREET
CAPE CORAL, FL 33991

ARTICLE VII - INCORPORATIONS:

THE NAME AND ADDRESS OF THE INCORPORATORS SIGNING THE
ARTICLES OF THE INCORPORATION THIS - FIRST DAY
OF NOV. , 1996.

PRES

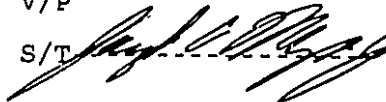
(SEAL)



SHELIA R WATSON
124 S.W. 19TH ST
CAPE CORAL, FL 33991

V/P

S/T



JOSEPH C. MANZONI, JR.
124 S.W. 19TH ST
CAPE CORAL, FL. 33991

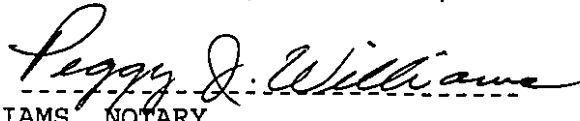
NOV 1, 1996

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH
ABOVE. PERSONALL APPEARED:

SHELIA R WATSON AND JOSEPH C. MANZONI ,JR.
KNOWN TO ME AND KNOWNED TOBE THE PERSON(S) WHO EXCUTED
THE FOREGOING ARTICLES OF INCORPORATION, AND WHO
ACKNOWLEDGED BEFORE ME THAT THEY EXCUTED THESE ARTICLES
OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND
SEAL. IN THE STATE AND COUNTY AFORESAID, THIS 1ST ,
DAY OF NOV , 1996



PEGGY J. WILLIAMS NOTARY



PEGGY J WILLIAMS
My Commission CC471228
Expires Jul. 18, 1999
Bonded by ANB
800-852-6878

FILED

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT 96 OCT 10 AM 10:58

CERTIFICATE OF REGISTERED AGENT
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE CONSUMER CLUB , INC.

Name of corporation

PURSUANT TO FLORIDA STATUTES SECTION 48.091 AND
607.0501.

THE FOLLOWING IS SUBMITTED :

THE CONSUMER CLUB, INC.

THE ABOVE CORPORATION DESIRING TO ORGANIZE UNDER THE
LAWS OF THE STATE OF FLORIDA. WITH ITS REGISTERED
OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION
124 S.W. 19TH ST

CAPE CORAL, FL 33991

SHELIA R WATSON

HAS NAMED -----
LOCATED AT THE AFORESAID ADDRESS, ITS REGISTERED
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

SHELIA R WATSON

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR TH ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, AND BEING FAMILIAR WITH
OBLIGATIONS OF THAT POSITION. I HEREBY ACCEPT TO ACT IN
IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE
PROVISIONS OF FLORIDA LAW IN KEEPING OPEN SAID OFFICE.

SHELIA R WATSON


(name of registered agent)