

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE 10/23
 TIME _____ CK No. _____
 BY _____

WALK-IN Will Pick Up 10/23 10/23

RE: Craig's Data Exchange, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(ies)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S - 8		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
CRAIG'S DATA EXCHANGE, INC.

FILED
96 OCT 23 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is CRAIG'S DATA EXCHANGE, INC.

ARTICLE II
APPLICABLE LAW

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE III
DURATION

The Corporation will begin its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

ARTICLE IV
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE V
CAPITAL STOCK

The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE OF THE CORPORATION

The street and mailing address of the initial registered office of business and principal office of the Corporation is 34023 Parkview Avenue, Eustis, Florida 32736 and the initial registered agent of the Corporation at that address is William D. Wooldridge. The principal office address and the registered office address is the same.

ARTICLE VII
PREEMPTIVE RIGHTS

No holders of any class or series of shares of the Corporation will be entitled as matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying any option to purchase any such shares.

ARTICLE VIII
INDEMNIFICATION

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE IX
LIMITATION OF DIRECTOR LIABILITY

1. A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- a. The director breached or failed to perform his duties as a director; and
- b. The director's breach of, or failure to perform, those duties constitute:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 are applicable;

(4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

2. The limitation of director liability will be consistent with the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE X INITIAL BOARD OF DIRECTORS

The initial board of directors will consist of two members. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the director comprising the initial board of directors is:

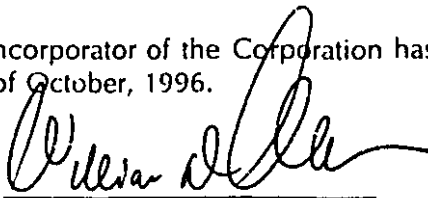
William D. Wooldridge	-	34023 Parkview Avenue Eustis, Florida 32736
Craig A. Salmond	-	35545 John's Lane Eustis, Florida 32736

ARTICLE XI INCORPORATOR

The name and address of the incorporator of the Corporation is:

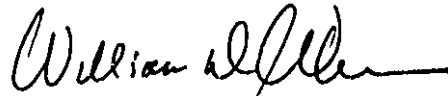
William D. Wooldridge	-	34023 Parkview Avenue Eustis, Florida 32736
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IN WITNESS WHEREOF, the undersigned being the incorporator of the Corporation has executed these Articles of Incorporation this 14th day of October, 1996.


William D. Wooldridge

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



William D. Wooldridge
Registered Agent

FILED
96 OCT 23 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000087326

SALLEY, FEINBERG, HAMES & HINTZE, P.A.

ATTORNEYS AT LAW
SUITE 2500
390 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
407/426-2360

STEPHEN DAVID FEINBERG
LAURENCE CLIFFORD HAMES
RUSSELL PATRICK HINTZE
STEPHEN GAINES SALLEY

PLEASE REPLY TO:
POST OFFICE BOX 3829
ORLANDO, FL 32002-3829

FACSIMILE:
407/426-2361
*BOARD CERTIFIED
TAX ATTORNEY

January 15, 1997

*Name
Change
Amend*

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

000002065090--S
-01/22/97--01196--011
*****35.00 *****35.00

Re: Articles of Amendment
CRAIG'S DATA EXCHANGE, INC.

Dear Sir/Madam:

Enclosed for filing with your Department is an original and one photocopy of the Articles of Amendment for CRAIG'S DATA EXCHANGE, INC. Also enclosed please find our firm check in the amount of \$35.00 to cover the cost of filing fees. Please return the photocopy after filing for our records.

If you have any questions, please do not hesitate to contact me immediately.

Sincerely yours,

Nancy J. Calhoun
Nancy J. Calhoun
Assistant to Stephen G. Salley

/njc
Enclosures

Name	DOH
Address	DOH
City	DOH
State	DOH
Zip	DOH
Telephone	DOH
Acknowledgment	DOH
W.P. Verity	DOH

97
JAN 22 PM 2:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CRAIG'S DATA EXCHANGE, INC.

FILED
97 JAN 22 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of CRAIG'S DATA EXCHANGE, INC. (the "Corporation") are hereby amended as follows:

FIRST: The name of this Corporation is CRAIG'S DATA EXCHANGE, INC..

SECOND: Article I of said Articles of Incorporation is amended by deleting the provisions of said Article I as the same now exists, and by substituting in lieu thereof, the following:

"ARTICLE I

The name of this Corporation shall be CRAIG'S DATA EXCHANGE!, INC."

THIRD: The foregoing Amendment was adopted by Written Consent of the Shareholders of the Corporation, in Lieu of a Special Meeting, executed by Shareholders holding a sufficient number of votes to cause approval of the foregoing Amendment on January 10, 1997 and by Written Consent of the Board of Directors of the Corporation, in Lieu of a Special Meeting, executed by all of the Directors of said Corporation on January 10, 1997.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized

officers and its corporate seal to be affixed hereto this 10th day
of January, 1997.

CRAIG'S DATA EXCHANGE, INC.

By: Craig A. Salmond
CRAIG A. SALMOND
President

(CORPORATE SEAL)

JOINT WRITTEN CONSENT OF DIRECTORS AND SHAREHOLDERS
TO ACTION IN LIEU OF A MEETING
OF THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
CRAIG'S DATA EXCHANGE, INC.
PURSUANT TO §607.134 OF THE FLORIDA STATUTES

The undersigned, being all of the Directors and Shareholders of CRAIG'S DATA EXCHANGE, INC. (hereinafter referred to as the "Corporation"), hereby consent to, authorize, adopt and approve the following corporate action and resolution by written consent in lieu of a joint meeting of the Board of Directors and the Shareholders of the Corporation pursuant to §607.134 of the Florida Statutes:

RESOLVED, that the Corporation has changed its name to CRAIG'S DATA EXCHANGE, INC. by filing Articles of Amendment with the Secretary of State to effect said name change; and

RESOLVED, that the following persons are hereby elected as officers of the newly formed Corporation to serve until their successors are duly elected and qualified:

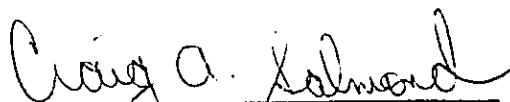
Name

Office

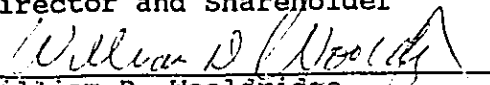
Craig A. Salmond
William D. Wooldridge
Nancy J. Wooldridge

President
Vice President
Secretary/Treasurer

Dated this 10 day of January, 1997.



Craig A. Salmond,
Director and Shareholder



William D. Wooldridge,
Director and Shareholder