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JAMES A. BARKS

ATTORNEY AT LAW

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1110 WIRB FLORIDA ATTORNEY

SANFORD, FLORIDA 32771

TELEPHONE (407) 821-1934

FILED
DIVISION OF CORPORATIONS
96 OCT 23 PM 2:50
FAX (407) 821-1407

October 22, 1996

UNITED PARCEL SERVICE

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

0000001518412150-006
10/29/96-11/07-006
****122.50 ****122.50

EFFECTIVE DATE
11-1-96

RE: Makes Cents of Central Florida, Inc.

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$122.50, Articles of Incorporation, and copy of same.

Amounts on the enclosed check are broken down as follows:

\$35.00 - Filing Fee

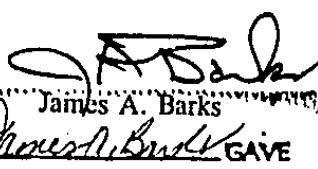
\$35.00 - Designating Registered Agent

\$52.50 - Certified copy of Articles of Incorporation

Please file the enclosed Articles and return a certified copy of same to me in the enclosed prepaid United Parcel Service package at your earliest convenience.

Thank you for your assistance.

Very truly yours,


James A. Barks
James A. Barks GAVE

JAB/jst

Enclosures

AUTHORIZATION BY PHONE TO
CORRECT copy, land
DATE 10/28/96
DOC EXAM D. Brown

D. BROWN OCT 28 1996

ARTICLES OF INCORPORATION

OF

MAKES CENTS OF CENTRAL FLORIDA, INC.

11-1-96-1
The undersigned incorporators to these Articles of Incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: MAKES CENTS OF CENTRAL FLORIDA, INC.

ARTICLE II. COMMENCEMENT AND DURATION

Corporate existence of this corporation shall commence on November 1, 1996, and this corporation is to exist perpetually.

ARTICLE III. GENERAL PURPOSE

The general purpose of the business to be transacted by this corporation is to engage in any and all lawful business permitted under the Laws of the United States and the Laws of the State of Florida, except to do business as a bank, railroad, canal, or telephone or telegraph company.

ARTICLE IV. NUMBER OF SHARES

The maximum number of stock that this corporation is authorized to issue is: 1,000 shares of common stock with \$1.00 par value per share, said shares shall be of the same class without preference.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this corporation is 1199 Tadsworth Terrace, Heathrow, Florida 32746, and the name of the initial registered agent of this corporation is JOHN E. TAYLOR.

SEARCHED
INDEXED
FILED
DIVISION OF STATE OF FLORIDA
26 OCT 23 1996
2:50

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

JOHN E. TAYLOR
Post Office Box 3333
Lake Mary, FL 32795

PATRICIA H. TAYLOR
Post Office Box 3333
Lake Mary, FL 32795

ARTICLE VII. INCORPORATORS

The name and address of the persons signing these articles are:

JOHN E. TAYLOR
Post Office Box 3333
Lake Mary, FL 32795

PATRICIA H. TAYLOR
Post Office Box 3333
Lake Mary, FL 32795

ARTICLE VIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to these reservations.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 22d day of October, 1996.

John E. Taylor
John E. Taylor, Incorporator

Patricia H. Taylor
Patricia H. Taylor, Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 22nd day of October, 1996,
by JOHN E. TAYLOR and PATRICIA H. TAYLOR, husband and wife, who are personally
known to me.

Joyce S. Thompson



CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS OF THE OFFICE FOR SERVICE OF PROCESS
WITHIN THIS STATE

55 OCT 27 1972 2:50
SECY OF STATE
DIVISION OF CORPORATE
FILLED STATE
REGISTRATION

Pursuant to Florida Statutes, this is to certify that MAKES CENTS OF CENTRAL FLORIDA, INC., a corporation duly organized and existing under the Laws of the State of Florida, has named JOHN E. TAYLOR, 1100 Tadsworth Terrace, Heathrow, Florida 32746, as its agent to accept service of process within this State and the said address as the office for such service of process.

John E. Taylor
President

ACKNOWLEDGMENT

Having been named to accept service of process for the above State corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative thereto.

By: John E. Taylor
Registered Agent