

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 10349, Tallahassee, FL 32302
 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 \$ _____

RE: WALK-IN! Corp.

	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"/> (7500 Copy(s))		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<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.		

300001997773--2
 -11/06/96--01045-018
 *****70.00 *****70.00

FILED
 96 NOV -6 PM 2:49
 SECRETARIAT OF STATE
 TALLAHASSEE, FLORIDA

SUBTOTALS

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

RECEIVED
 96 NOV -6 AM 11:00
 DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY APR

WALK-IN Will Pick Up 11-6 1200 11/6

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
WHAT A BLAST! CORP.

FILED
96 NOV -6 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be WHAT A BLAST! CORP.

ARTICLE II

This corporation may engage in and transact any activity or business for which a corporation may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III

The total authorized stock of this corporation shall consist of 1000 shares of common stock, par value \$1.00 per share.

The consideration for all the said stock shall be payable in cash, property, real or personal, or labor or services actually performed in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

Shareholders shall have no preemptive rights.

Cumulative voting shall not be permitted.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation by the Department of State of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to the law.

ARTICLE V

The initial registered office of this corporation shall be located at 2017 Maplewood Drive, Coral Springs, Florida 33071. The initial registered agent at that address shall be Bryan S. Adeline. The initial mailing address of the corporation shall be located at 8704 NW 35th Street, Suite 206, Coral Springs, Florida 33071. This corporation reserves the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders, by a majority vote thereafter, shall determine that this corporation shall be managed by the shareholders.

ARTICLE VII

The name and address of the initial directors of this corporation, who shall hold office for the first year or until their respective successors are duly elected and have qualified, shall be:

Philip LaManna

8704 NW 35th Street, Ste. 206
Coral Springs, Florida 33065

ARTICLE VIII

The name and address of the incorporator is Bryan S. Adeline, Esq., 2017 Maplewood Drive Coral Springs, Florida 33071.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, which like force and effect as if he were not such a director or officer of such other corporation, or not interested.

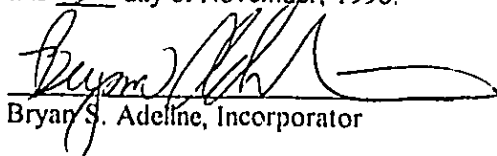
ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts of this corporation to any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers, directors, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do both business within and without the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 5th day of November, 1996.

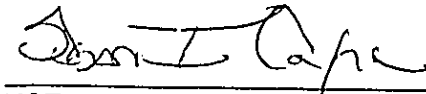

Bryan S. Adeline, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Bryan S. Adeline, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 5th day of November, 1996.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 7/9/2000



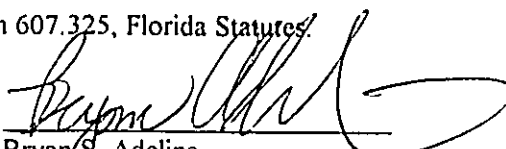
"OFFICIAL SEAL"
Susan I. Coyne
My Commission Expires 7/9/2000
Commission #CC 568472

FILED
95 NOV -6 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, it is submitted that WHAT A BLAST! CORP., has named Bryan S. Adeline, having a business office located 2017 Maplewood Drive, Coral Springs, Florida 33071, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, the undersigned hereby accepts the same, agrees to act in this capacity, agrees to comply with the provisions of Florida law relative to keeping the registered office open, and acknowledges that the undersigned is familiar with and accepts, the obligations provided for in Section 607.325, Florida Statutes.


Bryan S. Adeline
Registered Agent

Dated: This 5th day of November, 1996.