



US SMALL BUSINESS SERVICES
A Division of US Small Businesses Financial Corporation-Atlanta, GA
For Businesses That Demand More...™

P96000098980

TRANSMITTAL LETTER

DECEMBER 2, 1996

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-12/04/96--01102--014
****140.00 *****70.00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

*effective
01-1-97*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -4 AM 10:21

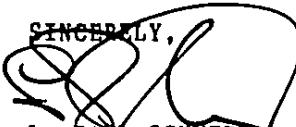
SUBJECT: HEADLINERS OF USA FLEAMARKET, INC.
CORRECT CONSULT, INC.

OUR FIRM IS ENCLOSING TWO ORIGINALS OF THE ARTICLES
OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN
THE AMOUNT OF \$140.00.

WE ARE REQUESTING ZERO CERTIFIED COPY(IES) OF THE
ARTICLES OF INCORPORATION.

PLEASE RETURN ARTICLES OF INCORPORATION TO: MR. J.
JANEZIC, P.O. BOX 3347, HOLIDAY, FLORIDA 34690. THANK YOU.

SINCERELY,


L. PAUL SCHMIDT
INCORPORATOR
P.O. BOX 3347
HOLIDAY, FL 34690-0347
(813) 937-1414

ENCLOSURES:

*ST
12/9*

**ARTICLES OF INCORPORATION
OF
HEADLINERS OF USA FLEAMARKET, INC.**

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1-1-97*

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SECRETARY OF CORPORATIONS
96 DEC -14 PM 10:21

ARTICLE ONE

The name of the Corporation is HEADLINERS OF USA FLEAMARKET, INC..

ARTICLE TWO

The number of shares the corporation is authorized to issue is 1,000.

ARTICLE THREE

The street address of the initial registered office of the corporation is 1004 US Highway 19, Suite 202, Holiday, Pasco County, FL 34691 and the registered agent is L Paul Schmidt.

ARTICLE FOUR

The name and address of the incorporator is; L Paul Schmidt 1004US Highway 19, Suite 202, Holiday, FL 34691.

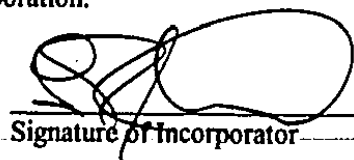
ARTICLE FIVE

The mailing address of the initial principal office of the corporation is; C/O US Small Business Services, P.O. Box 3347 Holiday, FL 34690.

ARTICLE SIX

This corporation will have an effective date of January 1, 1997, as per allowed by Florida incorporation law.

IN WITNESS WHEREOF, the undersign has executed these Articles of Incorporation.



Signature of Incorporator

11/30/96

Date

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office - registered agent, in the State of Florida.

1. The name of the Corporation is:

HEADLINERS OF USA FLEAMARKET, INC.

2. The name & address of the registered agent & office is:

L. Paul Schmidt
1004 US Highway, Suite 202
Pasco County, Holiday, FL 34691

Having Been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



L. Paul Schmidt

11/30/96

Date