

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 \$ _____

RECEIVED

96 DEC 10 AM 8:57

FILED

96 DEC 10 AM 10:11

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL DEC 10 1996

REQUEST TAKEN CONFIRMED APPROVED
 DATE 12/10 _____
 TIME _____ CK No. _____
 BY _____

WALK-IN Will Pick Up 8:30 [Signature]

RE: Avalon Publications, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement	***122.50	***122.50
<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, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

of

Avalon Publications, Inc.

(name of corporation)

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96 DEC 10 AM 10:11

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Avalon Publications, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized 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 Five Hundred shares (500) of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME <u>Gail Avalon</u>		
ADDRESS <u>7600 Wiles Road Suite D</u>		
CITY <u>Coral Springs</u>	FLORIDA	ZIP <u>33067</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME <u>Gail Avalon</u>		
ADDRESS <u>7600 Wiles Road Suite D</u>		
CITY <u>Coral Springs</u>	FLORIDA	ZIP <u>33067</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME <u>Gail Avalon</u>		
ADDRESS <u>7600 Wiles Road Suite D</u>		
CITY <u>Coral Springs</u>	STATE <u>FL</u>	ZIP <u>33067</u>
NAME		
ADDRESS		
CITY	STATE	ZIP
NAME		
ADDRESS		
CITY	STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Gail Avalon		
ADDRESS	7600 Wiles Road Suite D		
CITY	STATE	ZIP	
Coral Springs	FL	33067	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 6 day of December, 1996.

Gail Avalon (Seal)
 _____ (Seal)
 _____ (Seal)

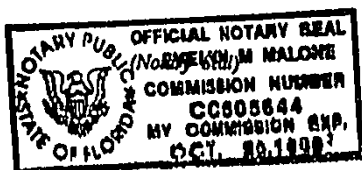
STATE OF FLORIDA)
 COUNTY OF Broward) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Gail Avalon

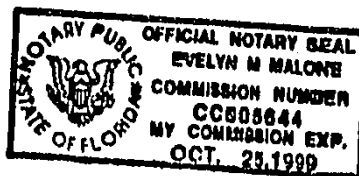
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 6 day of December 1996.



P.R. Korman

Evelyn M. Malone
 (Notary Public, State of Florida at Large)
 My Commission expires: Evelyn M. Malone



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED

96 DEC 10 AM 10:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Avalon Publications, Inc
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
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

at 7100 Wiles Road Suite D

Coral Springs Fl. 33067

has named Gail Avalon

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Gail Avalon
(registered agent)