

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 \$ _____

FILED

96 DEC 10 PM 3:31

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

X

DEC 10 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN 12/10 4:00
 Will Pick Up _____

RE: James C. Harker, Inc. No. 53602

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

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
 1.12% per month on Past Due Amounts
 Past 10 Days: 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

SAMS ATLANTA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **SAMS ATLANTA, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 28 W. Central Boulevard, Orlando, FL 32801.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$.10) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE V: INCORPORATOR

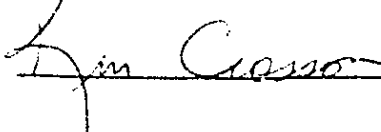
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Warren E. Williams, 28 W. Central Boulevard, Orlando, FL 32801.

The undersigned has executed these Articles of Incorporation this 10th day of December 1996.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

_____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

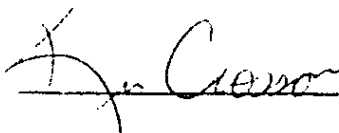
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is **SAMS ATLANTA, INC.**
2. The name and address of the registered agent and office is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

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.

"Capital Connection, Inc. by Kim Crosson, Office Manager"



WILLIAMS & AIRTH, P.A.

ATTORNEYS AND COUNSELORS AT LAW

EMPLOYMENT BUILDING

2nd Floor, Suite 200
Orlando, Florida

REPLY TO
POST OFFICE BOX 3444
ORLANDO, FLORIDA 32802
FAX (407) 425-7718

P96000099734

December 12, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Statement of Change of Registered Agent

Enclosed please find Statement of Change of Registered Agent and our check in the amount of \$61.25 representing your filing fees and return of a certified copy of the amendment and certificate of status.

Thank you.

Sincerely yours,

Warren E. Williams
Warren E. Williams

WEW:sk

forms/irs

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OK
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RW Cy
**Carol sk*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: SAMS ATLANTA, INC.
- 1b. Date of Incorporation 12-10-96 Document number P96000099734
2. The name and address of the current registered agent and office:
Capital Connection, Inc. 417 E. Virginia St., #1,
Tallahassee, FL 32301
3. The name and address of the new registered agent and office:
 (/P.O. Box Not Acceptable)
Warren E. Williams, Esq.
28 West Central Boulevard, Orlando, FL 32801

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

12/13/96 SIGNATURE
 DATE

Warren E. Williams, President
 Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

X SIGNATURE
 (Registered Agent)

DATE 12-13-96

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

FILING FEE: \$35.00

APPROVED
 AND
 FILED

96 DEC 16 PM 12:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA