

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 _____

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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 \$ _____

REQUEST TAKEN CONFIRMED APPROVED

DATE 1/24/97

TIME 12:45

BY 1/24

WALK-IN Will Pick Up _____

RE: The Gilded Fern, Inc.

	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 () 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, 18% per Annum.

ARTICLES OF INCORPORATION

OF

THE GILDED FERN, INC.

FILED
97 JAN 31 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is THE GILDED FERN, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock at ONE DOLLAR (\$1.00) par value.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal place of business of this corporation is 4790 Praver Drive South, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation at that address is FRANCINE R. FERN SEGALL.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

FRANCINE R. FERN SEGALL 4790 Praver Drive South
Jacksonville, Florida 32217

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

FRANCINE R. FERN SEGALL 4790 Praver Drive South
Jacksonville, Florida 32217

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE X

INITIAL ISSUE AND RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite her name:

FRANCINE R. FERN SEGALL 1000 shares

Shares held by the initial shareholder listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

ARTICLE XI

OFFICERS

The names and addresses of the officer of this corporation who shall hold office for the first year of the corporation or until his/her successors are elected or appointed and have qualified re as follows:

PRESIDENT/ SECRETARY/ TREASURER:	FRANCINE R. FERN SEGALL	4790 Praver Dr. South Jacksonville, Florida 32217
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ARTICLE XII

SHAREHOLDERS QUORUM AND VOTING

Fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty one percent (51) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not such approval is required by law.

ARTICLE XIV

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V

DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE VI

DIRECTORS QUORUM AND VOTING

Two thirds of the directors shall constitute a quorum for a meeting of directors.

ARTICLE XVII

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings by the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVIII

INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XIX

AMENDMENT

This corporation, through its shareholders, reserves the right to amend, or repeal any provision contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of January, 1997.

Francine R. Fern Segall
FRANCINE R. FERN SEGALL

STATE OF FLORIDA
COUNTY OF DUVAL

PERSONALLY APPEARED BEFORE ME, the undersigned authority, an officer duly authorized in the County and State aforesaid to administer oaths and take acknowledgements, FRANCINE R. FERN SEGALL known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who, after being duly sworn deposes and says that Affiant has read the foregoing and the contents of same are true and correct to the best of Affiant's knowledge and belief.

Francine R. Fern Segall
FRANCINE R. FERN SEGALL

Sworn to and subscribed to before me this January 30th 1997 upon her oath, being personally known to me.

Judi Greenhut
NOTARY PUBLIC, STATE OF FLORIDA



Judi Greenhut
My Commission CC697042
Expires January 26, 2001

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

In pursuance of Chapter 48.091, Florida statutes, the
following is submitted in compliance with said Act:

First that THE GILDED FERN, INC., desiring to organize under
the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at City of Jacksonville,
County of Duval and State of Florida has named FRANCINE R. FERN
SEGALL located at 4790 Praver Drive South, Jacksonville, Florida
32217, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in the Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping said office open.


FRANCINE R. FERN SEGALL

FILED
97 JAN 31 PM 3:44
TALLAHASSEE, FLORIDA