

997000027571

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

No 53777

RE: I Believe, Inc

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 \$

Table with columns: C.C. FEE, DISBURSED. Rows include: Capital Express, Art. of Inc. File, Corp. Record Search, Ltd. Partnership File, Foreign Corp. File, 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.

200002125517-2
-03/27/97-01013-001
****70.00 ****70.00

FILED

97 MAR 27 AM 9:04

CLERK OF SUPERIOR COURT

MAR 27 1997

REQUEST TAKEN CONFIRMED APPROVED
DATE
TIME BY AAP CK No.

WALK-IN Will Pick Up 3/27 1100

Table with columns: FEE, DISBURSED, SURCHARGE, TAX on corporate supplies, SUBTOTAL, PREPAID, BALANCE DUE. Includes handwritten notes: DIVISION OF CORPORATE RELATIONS, 57 MAR 27 AM 8:51, RECEIVED.

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
I BELIEVE, INC.

FILED
97 MAR 27 AM 9:04
STATE OF FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **I Believe, Inc.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue 100 shares all of one class, \$1.00 par value.

ARTICLE V

The address of the principal office and mailing address of the corporation is:

552 Ocean Drive
Key Largo, FL 33037

ARTICLE VI

The address of its initial registered office and the name of its initial registered agent at said address is:

**Kenneth Lasseter, III
552 Ocean Drive
Key Largo, FL 33037**

ARTICLE VII

The initial board of directors shall consist of one director, whose name and address is:

**Kenneth Lasseter, III
552 Ocean Drive
Key Largo, FL 33037**

ARTICLE VIII

The name and address of the incorporator is:

**Kenneth Lasseter, III
552 Ocean Drive
Key Largo, FL 33037**

Preemptive Rights shall be as follows:


1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.
2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


Incorporator

Dated: MARCH 20, 1997


STATE OF FLORIDA

COUNTY OF MONROE

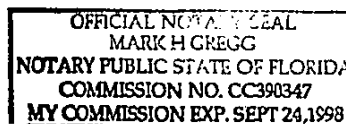
BEFORE ME, the undersigned authority, personally appeared Kenneth Lasseter, III, who is personally known to me or who have produced (personally known)

as identification and is well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Key Largo, in said County and State this 20th day of March, 1997.


NOTARY PUBLIC
State of Florida At Large

My Commission Expires:

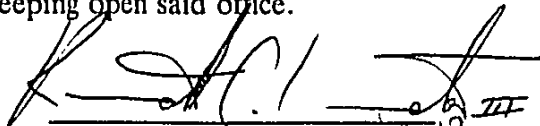


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with Sections 48.091 and 706.034, Florida Statutes: **I Believe, Inc.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the Village of Key Largo, County of Monroe, State of Florida, has named Kenneth Lasseter, III, County of Monroe, State of Florida, as its agent to accept service of process with the State.

ACKNOWLEDGMENT

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


Registered Agent

FILED
MAR 27 AM 9:01
CLERK OF COURT
STATE OF FLORIDA