

P970000032054

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10149, 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
97 APR -9 AM 11:05
TALLAHASSEE, FLORIDA

K.R. APR - 9 1997

W97-8111

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-8-97		
TIME	8:46		ck No. _____
BY	DIC		

WALK-IN
Will Pick Up _____

RE: Factssy Inc.
Publishing,

	C.C. FEE.	DISBURSED
Capital Expense™		
Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
<input checked="" type="checkbox"/> Cert. Copy(s)		
Art. of Amend. Filing		
Dissolution/Withdrawal		
C U S.		
fictitious Name Filing		
Name Reservation		
Annual Report/Statement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filing		
UCC 11 Search		
UCC 11 Retrieval		
Filing No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX ()		

SUBTOTALS

FEE	
DISBURSED	
SURCHARGE	
TAX on corporate supplied	
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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 8, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: FACTSS, INC.
Ref. Number: W9700008111

We have received your document for FACTSS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 897A00017534

RECEIVED
97 APR -9 4:58 PM
DIVISION OF CORPORATIONS
Corrected

FILED
97 APR -9 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FACTSS PUBLISHING, INC.

The undersigned, acting as incorporator for the purposes of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

ARTICLE ONE

The name of the corporation is FACTSS PUBLISHING, INC.

ARTICLE TWO

The principal office of the corporation, the mailing address for the corporation, the street address of the corporation's initial registered office and the address of the registered agent are:

2140 S.E. Country Club Lane
Stuart, Florida 34996

The name of the registered agent at the above address is JAMES W. CARROLL.

ARTICLE THREE

The corporation is authorized to issue 1,000 shares of common stock at \$-0- par value each. Initially there shall be only one class of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value. The following shares shall be issued initially:

JAMES W. CARROLL
2140 S.E. Country Club Lane
Stuart, Florida 34996

100 shares

ARTICLE FOUR

The corporation elects to have preemptive rights, so that the shareholders of the corporation have the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them, such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

ARTICLE FIVE

The life of the corporation shall be perpetual unless otherwise amended at later date, and shall commence on the date of filing of these articles.

ARTICLE SIX

The corporation may engage in any business legally permitted within the State of Florida.

ARTICLE SEVEN

The corporation shall initially have one director which number may be increased or decreased from time to time by majority vote of the shareholders, but which may never be less than one. The initial director shall be JAMES W. CARROLL.

ARTICLE EIGHT

The name and address of the individual who is the incorporator and initial director is:

JAMES W. CARROLL
2140 S.E. Country Club Lane
Stuart, Florida 34996

ARTICLE NINE

The general officers and the names of the individuals who shall initially serve in such offices are as follows:

President	James W. Carroll
Vice-President	James W. Carroll
Secretary	James W. Carroll
Treasurer	James W. Carroll

ARTICLE TEN

The bylaws of the corporation shall be established at the first meeting of the Board

of Directors. They may be amended or rescinded by majority vote of the board of directors from time to time.

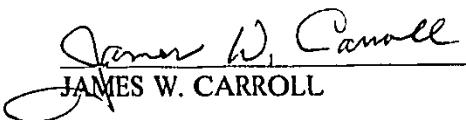
ARTICLE ELEVEN

Meetings of the Shareholders, Board of Directors and officers may be conducted, upon proper notice, by telephone or through facsimile machine should the officers, directors or shareholders be unable to attend meetings physically.

ARTICLE TWELVE

After incorporation, the corporation may adopt a plan agreeable to and consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation agreeable to the provision of the U.S. Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8 day of April, 1997.


JAMES W. CARROLL

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared JAMES W. CARROLL, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged

before me that he executed these Articles of Incorporation, and that they are true and correct to the best of his knowledge and belief.

SWORN TO and subscribed before me on this 8th day of April, 1997.

Joann Knee
Notary Public JOANN KNEE
State of Florida at Large

X Personally known
Produced identification _____

My Commission expires:



JOANN KNEE
MY COMMISSION # CC409111 EXPIRES
October 2, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

First -- That FACTSS PUBLISHING, 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 Stuart, County of Martin, State of Florida has named JAMES W. CARROLL,
2140 S.E. County Club Lane, Stuart, Florida 34996, being in the County of Martin, State
of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

by: James W. Carroll
JAMES W. CARROLL
Resident Agent

Date: 4-8-97

FILED
97 APR -9 AM 11:05
STUART, FLORIDA
CLERK OF DISTRICT COURT