

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. _____

Slate Fee \$ _____ Our \$ _____

_____ of _____
 RE: Sammie the Sea Serpent
School Supplies, Inc.

[Large handwritten scribble across the top section]

| | C.C. FEE. | DISBURSED |
|-----------------------------|-----------|-----------|
| Capital Express** | | |
| 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..... | |

RECEIVED
 MAY - 1 11:02
 DIVISION OF CORPORATIONS

[Handwritten signature] 5/1

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|---------|--------|-----------|--------------|
| DATE | 5/1/97 | | |
| TIME | 9:51 | | CK No. _____ |
| BY | CJB | | |

WALK-IN Will Pick Up _____

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

FILED
97 MAY - 1 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SAMMIE THE SEA SERPENT SCHOOL SUPPLIES, INC.

ARTICLE I - CORPORATE NAME

The name of this corporation is SAMMIE THE SEA SERPENT SCHOOL SUPPLIES, INC., whose principal office address is 429 Maple Bluff Circle, Melbourne, Florida 32940. The corporation's mailing address is P.O. Box 411261, Melbourne, Florida 32941-1261.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, specifically to inventory and supply school supplies to schools.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 2,500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and street address of the initial Registered Office of this corporation in the State of Florida shall be:

AMY COLEMAN
429 MAPLE BLUFF CIRCLE
MELBOURNE, FLORIDA 32940

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the initial directors of this corporation are:

JAMES PERRYMAN
429 MAPLE BLUFF CIRCLE
MELBOURNE, FLORIDA 32940

AMY COLEMAN
429 MAPLE BLUFF CIRCLE
MELBOURNE, FLORIDA 32940

KENNETH R. GARRISON
1151 SANDDUNE LANE #306
MELBOURNE, FLORIDA 32901

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the initial incorporator is:

AMY COLEMAN
429 MAPLE BLUFF CIRCLE
MELBOURNE, FLORIDA 32940

ARTICLE IX - AMENDMENT

The shareholders shall have the power to adopt, amend, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned, as the initial incorporator, has executed the foregoing Articles of Incorporation on this 30 day of April, 1997.

Amy Coleman
AMY COLEMAN

STATE OF FLORIDA
COUNTY OF BREVARD

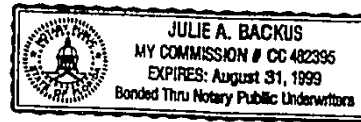
Before me personally appeared AMY COLEMAN, who is personally known to me or who produced SA-01 455-0105-9881 IL as identification and who did take an oath, and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that she made and executed the Articles of Incorporation as incorporator of the corporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Melbourne, Brevard County, Florida, this 30 day of April, 1997.

Julie A. Backus
Notary Public

Print Name: _____

My Commission Expires: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, 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 SAMMIE THE SEA SERPENT SCHOOL SUPPLIES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Melbourne, Brevard County, Florida, has named AMY COLEMAN, of 429 Maple Bluff Circle, Melbourne, Florida 32940, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said Act and Chapter 607, Florida Statutes, relative to keeping open said office.


AMY COLEMAN
Registered Agent

FILED
97 MAY - 1 AM 10:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA