

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

RE: On the Brink, 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 \$

REQUEST TAKEN CONFIRMED APPROVED

DATE 5/14/97

TIME 8:30 CK No.

BY LS

WALK-IN
Will Pick Up

	C. FE	DISBURSED
Capital Express		
Art. of Inc. File		
Corp. Sec. Search		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
Name Reservation	400002122764--0	
Annual Report/Reinstatement	-05/14/97--01006--002	
Reg. Agent Service	***122.50	***122.50
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 ()		
pgn.		

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.THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
ON THE BRINK, INC.**

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 shall be:

On The Brink, Inc.

ARTICLE II: DURATION

The corporation shall have perpetual existence.

ARTICLE III: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1001 West Ocean Drive, Unit #2-205, Key Colony Beach, Florida 33051.

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of one dollar (\$1.00) per share.

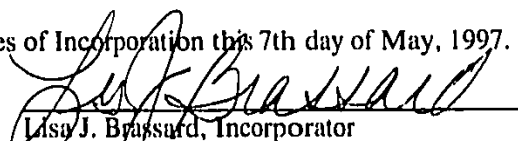
ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Kevin M. Brinkworth, 1001 West Ocean Drive, Unit #2-205, Key Colony Beach, Florida 33051.

ARTICLE VI: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Lisa J. Brassard, 2645 Sheridan Drive, Tonawanda, New York 14150.

The undersigned has executed these Articles of Incorporation this 7th day of May, 1997.



Lisa J. Brassard, Incorporator

FILED
MAY 14 AM 9:37
CLERK OF DISTRICT COURT
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 office/registered agent, in the State of Florida.

1. The name of the corporation is:

On The Brink, Inc.

2. The name and address of the registered agent and office is Kevin M. Brinkworth, 1001 West Ocean Drive, Key Colony Beach, Florida 33051.

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 PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Kevin M. Brinkworth

FILED
97 MAY 14 AM 9:38
STATE
TALLAHASSEE FLORIDA