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SHEPPARD, BRETT, STEWART & HERSCH, P.A.

ATTORNEYS AT LAW

JAY ANDREW BRETT
JOHN F. STEWART
CRAIG R. HERSCH*
D. HUGH KINSEY, JR.

JOHN WOOLSLAIR SHEPPARD
OF COUNSEL

*BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

(FORMERLY SHEPPARD & WOOLSLAIR)
FIRM ESTABLISHED 1924

2121 WEST FIRST STREET
P. O. DRAWER 400
FORT MYERS, FLORIDA 33902

97 JUL 11 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W. A. SHEPPARD (1898-1971)

JOHN S. WOOLSLAIR (1908-1963)

TELEPHONE (941) 334-1141
TELECOPIER (941) 334-3963

July 8, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

Re: Inception, Inc.

500002235895--1
-07/11/97--01062--006
***122.50 ***122.50

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	\$ 35.00
	<u>\$ 122.50</u>

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Kind regards,

SHEPPARD, BRETT, STEWART & HERSCH, P.A.



Craig R. Hersch

CRH:dlb

H-0869

OK
7/14/97

ARTICLES OF INCORPORATION

OF

INCEPTION, INC.

FILED
97 JUL 11 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, JEFFREY J. ZWICK, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is INCEPTION, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his

pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 25041 Ascot Lake Court, Bonita Springs, Florida 34134, and the name of the initial registered agent of this Corporation at that address is: JEFFREY J. ZWICK.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than one (1) or more than five (5).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JEFFREY J. ZWICK	President/Secretary Treasurer	25041 Ascot Lake Court Bonita Springs, Florida 34134
DENISE KLEINER	Vice President	25041 Ascot Lake Court Bonita Springs, Florida 34134

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

NAME OF SUBSCRIBER

JEFFREY J. ZWICK

ADDRESS

25041 Ascot Lake Court
Bonita Springs, Florida 34134

ARTICLE XI

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

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 1st day of July, 1997.



Jeffrey J. Zwick, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of July, 1997, by JEFFREY J. ZWICK, () who is personally known to me or (X) who produced FL DL 2200430964020 as identification.



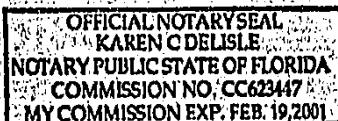
Notary Public

Printed Name of Notary: _____

(SEAL)

Comm. Exp. Date:

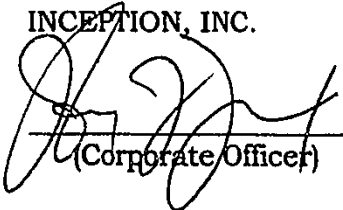
Comm. Number:



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

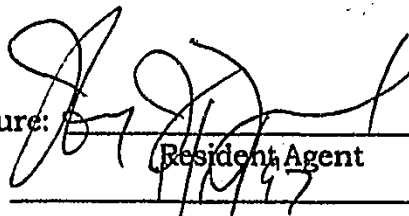
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT INCEPTION, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF Fort Myers, COUNTY OF Lee, STATE OF Florida, HAS
NAMED JEFFREY J. ZWICK, LOCATED AT 25041 Ascot Lake Court, Bonita
Springs, Lee COUNTY, Florida 34134, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

INCEPTION, INC.
(JJZ)
Signature: 
(Corporate Officer)
Title: President/Secretary/Treasurer
Date: 7/1/97

FILED
97 JUL 11 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

(JJZ)
Signature: 
Resident Agent
Date: 7/1/97