

P970000065530

J. W. Chalkley, III
P. O. Box 1692
Ocala, FL 34478

July 23, 1997

97 JUL 25 PM 2:58
FILED
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

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***122.50 ***122.50

Re: Psychic Connections, Inc.
Letter Number 197A00015656
Name Reservation Number: R97000001467

Dear Sir:

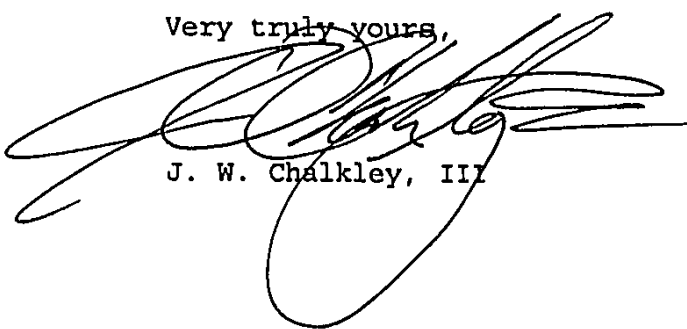
Enclosed please find the original and one copy of the Articles of Incorporation and Certificate of Acceptance by Registered Agent of the above-named Florida corporation. Also enclosed is our check in the amount of \$122.50 representing payment for the following:

- | | |
|---------------------------------|---------|
| 1. Filing Fee | \$35.00 |
| 2. Certified Copy | 52.50 |
| 3. Registered Agent Designation | 35.00 |

Please file the enclosed documents and return a certified copy thereof to the undersigned in the envelope provided.

Thank you for your assistance in this matter.

Very truly yours,


J. W. Chalkley, III

JWC/hhd

Enclosure





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1997

J.W. CHALKLEY, III, ESQ.
P.O. BOX 1692
OCALA, FL 34478

The name PSYCHIC CONNECTIONS, INC. has been reserved for 120 days beginning March 27, 1997. The reservation number is R97000001467 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 197A00015656

ARTICLES OF INCORPORATION
OF

PSYCHIC CONNECTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

1.01 Name and Address. The name and address of the corporation is Psychic Connections, Inc. of P. O. Box 1692, Ocala, FL 34478.

ARTICLE II

2.01 Duration. The period of duration of the corporation is perpetual.

ARTICLE III

3.01 Powers. The corporation is organized for the purposes of transacting any and all useful business.

3.02 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by the law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

ARTICLE IV

4.01 Stock Certificates. Certificates of stock shall be signed by the president or the vice president, jointly with the secretary and the seal of the corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or

options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares Not in Classes. The shares of the corporation are not to be divided into classes.

ARTICLE V

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE VI

6.01 Bylaws. The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any bylaw made by them that such bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the corporation and any corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interest party discloses his interest before action is taken, and the contract or

transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The corporation shall indemnify any Officer or Director, any former Officer or Director, to the full extent permitted by law.

6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the bylaws.

6.05 Amendment of Articles of Incorporation. The corporation reserves the right to amend the articles in any manner now or hereafter permitted by the law, as provided by the bylaws.

ARTICLE VII

7.01 Organizing Directors. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is J. W. Chalkley, III of 1130 SE 17th Street, Ocala, Florida.

ARTICLE VIII

8.01 Registered Agent and Registered Office. The name of the initial Registered Agent of the corporation is J. W. Chalkley, III of 1130 S.E. 17th Street, Ocala, FL 34471, and the address of the Corporation is P. O. Box 1692, Ocala, FL 34478.

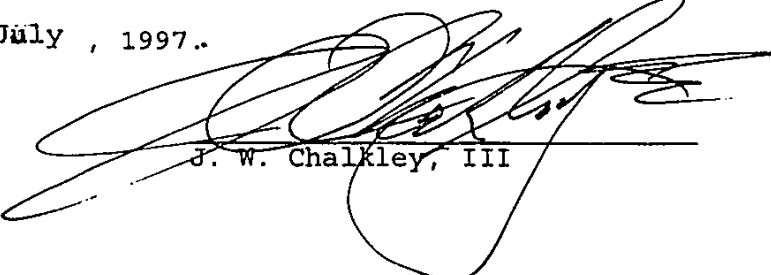
ARTICLE IX

9.01 Incorporator. The name and address of the person signing these Articles is J. W. Chalkley, III of 1130 S.E. 17th Street, Ocala, Florida.

ARTICLE X

10.01 Subchapter "S" Corporation. The corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (a) natural persons, (b) estates, or (c) a trust as described in 26 USCS, §1361, as amended January 1, 1983, and as amended in 1988 by PL100-647, defined a qualified "small business corporation". In addition, no stock shall be issued or transferred to a nonresident alien.

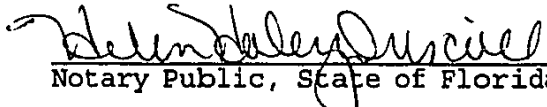
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 23rd day of July , 1997..


J. W. Chalkley, III

STATE OF FLORIDA
COUNTY OF MARION

Sworn to and subscribed before me this 23rd day of July , 1997, by J. W. Chalkley, III, personally known to me.

Notary stamp or seal

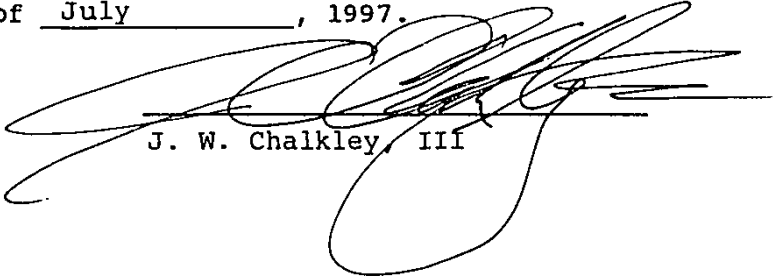

Notary Public, State of Florida

HELEN HALEY DRISCOLL
Notary Public, State of Florida
My Comm. Expires May 17, 2003
Comm. No. CC635481

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

J. W. Chalkley whose address is
P.O. Box 1692, Ocala, FL 34478,
the initial registered agent named in the Articles of Incorporation
to accept service of process for Psychic Connections, Inc.,
a corporation organized under the laws of the State of Florida
hereby accepts such appointment as registered agent at the place
designated in this certificate.

Dated this 23rd day of July, 1997.


J. W. Chalkley, III

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TALLAHASSEE, FLORIDA