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MARK D. DAVIS

Attorney at Law

The Professional Building

694 Baldwin Avenue

Suite 3

DeFuniak Springs, Florida 32433

Phone (850) 892-5838

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August 15, 1997

The Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Fl. 32311

Re: DEFUNIAK SPRINGS CATALOG SALES, INC

Enclosed is an original and one copy of the Articles of Incorporation and a Designation of Acceptance of Registered Agent for a Florida corporation.

Please provide a certificate of status and certified copy of these articles.

I have also enclosed \$131.50 for filing of same.

Regards,

Mark D. Davis

Mark D. Davis

Attorney

694 Baldwin Ave., Suite 3

DeFuniak Springs, Fl. 32433

(850) 892-5838

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mu 8/21/97

ARTICLES OF INCORPORATION OF
DEFUNIAK SPRINGS CATALOG SALES, INC.

The undersigned, acting as incorporators of a corporation pursuant to the Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE
NAME

The name of the corporation is DEFUNIAK SPRINGS CATALOG SALES, INC.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual unless dissolves according to law. Corporate existence shall commence at the time these Articles of Incorporation are filed by the Department of State.

ARTICLE THREE
PURPOSE OR PURPOSES

The purpose or purposes for which this corporation is organized is:

- (1) To engage in any necessary and lawful business activity allowed by law.

ARTICLE FOUR
CAPITALIZATION

The number of share of stock that this place corporation is to have outstanding at any one time is one hundred (100) and shall have no par value.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 694 Baldwin Avenue, DeFuniak Springs, Fl. 32433; and the name of its initial registered agent at such address, is MARK D. DAVIS.

ARTICLE SIX
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The names and addresses of each person who is to serve as a member of the initial board of directors are:

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R. BRUCE BUTTS
P.O. BOX 1449
DEFUNIAK SPRINGS, FL. 32435

ARTHUR FRIZZELL
P.O. BOX 871
DEFUNIAK SPRINGS, FL. 32435

ARTICLE SEVEN INCORPORATOR

The name and address of each incorporator is:

R. BRUCE BUTTS
P.O. BOX 1449
DEFUNIAK SPRINGS, FL. 32435

ARTICLES EIGHT OFFICERS

The name and address of each officer is:

R. BRUCE BUTTS	President/Sec./Treasurer
P.O. BOX 1449	
DEFUNIAK SPRINGS, FL. 32435	

ARTHUR FRIZZELL	Vice President
P.O. BOX 871	
DEFUNIAK SPRINGS, FL. 32435	

ARTICLE NINE SHARES

The number of shares of stock as described in articles four above shall be distributed as follows:

R. BRUCE BUTTS	64
P.O. BOX 1449	
DEFUNIAK SPRINGS, FL. 32435	

ARTHUR FRIZZELL	16
P.O. BOX 871	
DEFUNIAK SPRINGS, FL. 32435	

ARTICLE TEN
PRINCIPAL OFFICE

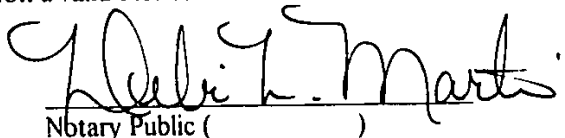
The principal place of business and mailing address of this corporation is 633 Highway 90 West, DeFuniak Springs, FL 32433.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 6th day of August, 1997.


R. BRUCE BUTTS

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing was acknowledged before me this 6th day of August, 1997, by R. BRUCE BUTTS, who produced as identification a valid Florida Driver's License and who did not take an oath.


Notary Public ()
My Commission Expires:



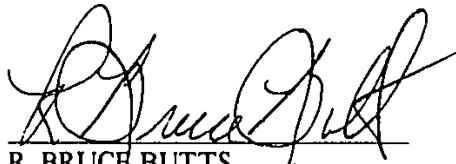
To: The Department of State
Tallahassee, Florida 32304

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

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

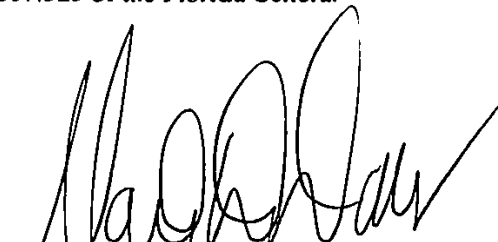
DEFUNIAK SPRINGS CATALOG SALES, INC., with its place of business at 633 Highway 90 West, DeFuniak Springs, Fl. 32433 has named Mark D. Davis, located at 694 Baldwin Avenue, Suite 3, DeFuniak Springs, Florida, 32433 as its agent to accept service of process within Florida.

Dated 14 August, 1997.


R. BRUCE BUTTS
INCORPORATOR

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, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated 14 August, 1997.


MARK D. DAVIS

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TALLAHASSEE, FLORIDA