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JAMES H. MOBLEY, JR., P.C.
ATTORNEY

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September 4, 1997

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*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: You Can C Clearly Now, Inc.

Gentlemen:

Please forward to my attention in the self-addressed, stamped envelope a Name Reservation for You Can C Clearly Now, Inc.

Payment in the amount of \$70.00 is enclosed herewith.

Thank you for your assistance.

Very truly yours,

James H. Mobley, Jr.

JHM:hej
Enclosures

FILED
97 SEP -8 11:11:53
SECTION
TALLAHASSEE, FLORIDA

Handwritten signature/initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1997

JAMES H. MOBLEY, JR.
5040 ROSWELL ROAD NW, SUITE 200
ATLANTA, GA 30342

SUBJECT: YOU CAN C CLEARLY NOW, INC.
Ref. Number: W97000011272

We have received your document for YOU CAN C CLEARLY NOW, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

~~We are returning your check for \$35.00 to be replaced by one in the correct amount of \$70.00.~~

~~The registered agent must sign accepting the designation.~~

~~The document must include original signatures.~~

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight
Document Specialist

Letter Number: 597A00026038

ARTICLES OF INCORPORATION
OF
YOU CAN C CLEARLY NOW, INC.

FILED
97 SEP -8 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The name of the corporation shall be YOU CAN C CLEARLY NOW, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 10,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and addresses are as follows:

Donald James Kostuch.
709 Teal Avenue
Celebration, Florida 34747

ARTICLE X

The initial registered agent of the corporation is Joel J. Kostuch. The street address of the corporation's initial registered office is 709 Teal Avenue, Celebration, Florida 34747.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 709 Teal Avenue, Celebration, Florida 34747.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Donald James Kostuch, 709 Teal Avenue, Celebration, Florida 34747.

The undersigned incorporator has executed these Articles of Incorporation this 29 day of August, 1997.


Donald James Kostuch, Incorporator

CONSENT OF INCORPORATORS

The undersigned, being all of the incorporators of YOU CAN C CLEARLY NOW, INC., do hereby consent to the following persons being elected as the initial directors of YOU CAN C CLEARLY NOW, INC.

A meeting of the initial directors is hereby called for 10:00 a.m., 5040 Roswell Road, Suite 200, Atlanta, Georgia 30342 on October 31, 1997, to complete the organization of the corporation.

Donald J. Kostuch
Donald J. Kostuch

August 29, 1997
Date

CONSENT TO SERVE AS REGISTERED AGENT
FOR
YOU CAN C CLEARLY NOW, INC.

Having been named in the State of Florida as registered agent and to accept service of process for the above-stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Joe J. Kostuch

Dated: 9/2/97

FILED
97 SEP -8 AM 11:50
TALLAHASSEE FLORIDA