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(SAMPLE LETTER OF TRANSMITTAL)

DATE

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

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****122.50 ****122.50

Re: MEBSCO, Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and fee for Registered Agent Designation for the above named corporation.

Very truly yours.

MELODY E.B. SMITH
(Individual's Name)

MEBSCO, INC.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
P.O. Box 3195		
WEST PALM BEACH, FL 33402		
PHONE		
(561)	833-0704	Ext.
Area Code	Number	

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
NOV 10 PM 2:06

ARTICLES OF INCORPORATION

of

MEBSCO Inc.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MEBSCO Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	224 Datura St Suite 310		
	220 HENTHORNE DR B 18		
CITY	WEST PALM BEACH	PALM SPRING	FLORIDA
			ZIP 33401
Mailing address, if different			
STREET ADDRESS	P.O. Box 3195		
CITY	WEST PALM BEACH	FLORIDA	ZIP 33402

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	MELODY E. B. SMITH		
	220 HENTHORNE DR B18		
ADDRESS	220 HENTHORNE DR B 18 224 Datura St Suite 310		
CITY	Palm Springs	WEST PALM BEACH	FLORIDA
	PALM SPRING		ZIP 33401

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SECRETARY OF CORPORATIONS
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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

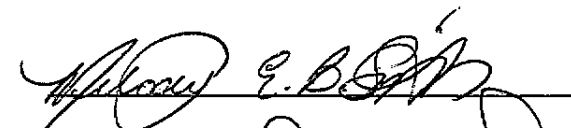
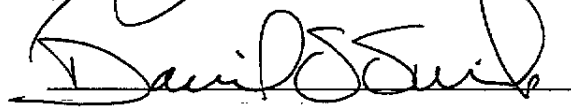
NAME <u>MELODY E. B. SMITH</u>			
ADDRESS <u>220 HENTHORNE DR. B-18</u>			
CITY <u>PALM SPRINGS</u>	STATE <u>FL</u>	ZIP <u>33461</u>	
NAME <u>DANIEL S. SMITH</u>			
ADDRESS <u>220 HENTHORNE DR. B-18</u>			
CITY <u>PALM SPRINGS</u>	STATE <u>FL</u>	ZIP <u>33461</u>	
NAME			
ADDRESS			
CITY	STATE	ZIP	

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME <u>MELODY E. B. SMITH</u>			
ADDRESS <u>220 HENTHORNE DR. B-18</u>			
CITY <u>PALM SPRINGS</u>	STATE <u>FL</u>	ZIP <u>33461</u>	
NAME <u>DANIEL S. SMITH</u>			
ADDRESS <u>220 HENTHORNE DR. B-18</u>			
CITY <u>PALM SPRINGS</u>	STATE <u>FL</u>	ZIP <u>33461</u>	
NAME			
ADDRESS			
CITY	STATE	ZIP	

The undersigned incorporator(s) have executed these Articles of Incorporation this THIRTEENTH day of OCTOBER, 1997.

 (Signature)
 (Signature)
____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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MEBSCO Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

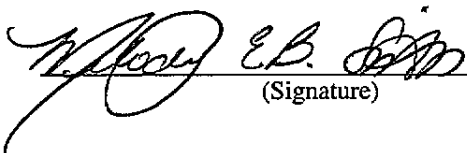
The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at ~~224 DATORA ST SUITE 310~~ 220 HENTHORNE DR B18
~~WEST PALM BEACH, FL 33401~~ PALM SPRING, FL 33461

has named MELODY E.B. SMITH

located at the aforesaid address, as its registered agent to accept service of process within this state.

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 provisions 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.


(Signature)

OCTOBER 13, 1997
(Date)