



P97000099859

ACCOUNT NO. : 072100000032

REFERENCE : 611217 4320520

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pignato

FILED
97 NOV 24 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 24, 1997

ORDER TIME : 10:32 AM

ORDER NO. : 611217-005

CUSTOMER NO: 4320520

CUSTOMER: David R. Ellis, Esq
DAVID R. ELLIS, ESQ

000002355250--B

Bay Professional Center
3233 E. Bay Drive
Largo, FL 33771

DOMESTIC FILING

NAME: ALL CARDS 2/\$1, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

RECEIVED
97 NOV 24 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

mc 11/24/97

ARTICLES OF INCORPORATION

OF

ALL CARDS 2/\$1, INC.

FILED

97 NOV 24 PM 1:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

ALL CARDS 2/\$1, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is: 10,000 shares of common stock with a par value of \$1.00 per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

4300 28th Street North
Pinellas County
St. Petersburg, Florida 33714

and the name of the initial registered and resident agent of this Corporation at that address is Lawrence A. Dwyer, Sr.

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation is to be:

4300 28th Street North
Pinellas County
St. Petersburg, Florida 33714

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Lawrence A. Dwyer, Sr.
4300 28th Street North
Pinellas County
St. Petersburg, Florida 33714

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles are as follows:

Lawrence A. Dwyer, Sr.
4300 28th Street North
Pinellas County
St. Petersburg, Florida 33714

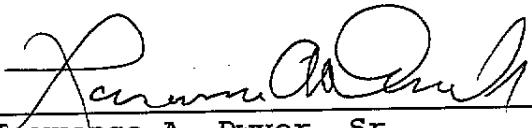
ARTICLE VIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

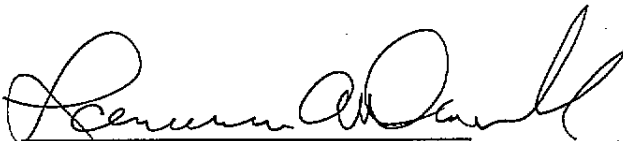
IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation on November 21, 1997.


Lawrence A. Dwyer, Sr.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

November 21, 1997


Lawrence A. Dwyer, Sr.

FILED

97 NOV 24 PM 1:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA