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March 6, 1998

Division of Corporations
Department of State
The Capitol
Tallahassee, FL 32304

400002458464--7
-03/16/98--01113--016
****122.50 ****122.50

Re: Filing of Articles of Incorporation for NEAR TO YOU, INC.

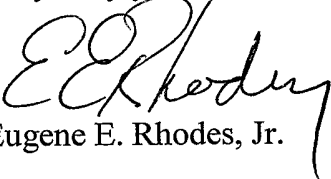
Ladies and Gentlemen:

I have enclosed the Articles of Incorporation of NEAR TO YOU, INC. and my check in the amount of \$122.50 to cover the costs of filing as follows:

Filing fee	\$35.00
Certified Copy	52.50
Registered Agent	<u>35.00</u>
 TOTAL	 <u>\$122.50</u>

Please file these articles and return a certified copy to my office at your earliest convenience. Thank you for your cooperation in this matter.

Very truly yours,


Eugene E. Rhodes, Jr.

EER/efg
Enclosures

cc: Jean R. Leavitt

FILED
98 MAR 16 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PN 3-18-98

**ARTICLES OF INCORPORATION
FOR
NEAR TO YOU, INC.**

FILED
98 MAR 16 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person hereby adopts the following articles of incorporation for the purpose of forming a business corporation under the laws of the State of Florida.

Article I. Name

The name of the corporation is NEAR TO YOU, INC.

Article II. Principal Office

The principal office, if known, or the mailing address of the corporation is:

998 Mori Court
Port Orange, FL 32127

Article III. Capital Stock

The corporation is authorized to issue 1,000 (One Thousand) shares, all of one class, at no par value.

Article IV. Initial Registered Office and Agent

The address of the initial registered office of the corporation is 998 Mori Court, Port Orange, FL 32127. The name of the corporation's initial registered agent is JEAN R. LEAVITT.

Article V. Incorporator

The name and address of the incorporator signing these articles of incorporation is:

JEAN R. LEAVITT
998 Mori Court
Port Orange, FL 32127

Article VI. Board of Directors

A. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

B. The corporation shall have one director initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the corporation. The name and street address of the initial director of the corporation is:

JEAN R. LEAVITT
998 Mori Court
Port Orange, FL 32127

Article VII. Duration

The corporation shall have perpetual existence.

Article VIII. Restraint on Alienation of Shares

The shareholders of the corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation. Additionally, the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

Article IX. Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

Article X. Bylaw Amendment

The power to adopt, alter, amend or repeal bylaws of the corporation shall be vested in the board of directors and the shareholders provided that such amendment be in compliance with the laws of Florida governing corporations.

Article XI. Amendment

The corporation may amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation.

Jean R. Leavitt
JEAN R. LEAVITT


IN WITNESS WHEREOF, the undersigned, as the initial registered agent is familiar with and accepts the duties and responsibilities as registered agent for NEAR TO YOU, INC.

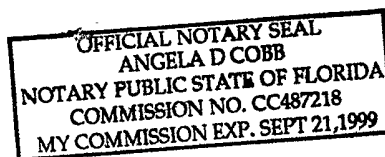
Jean R. Leavitt
JEAN R. LEAVITT

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 9 day of March, 1998, by JEAN R. LEAVITT, who is:

 personally known to me; or
 / produced a Florida Driver License as identification; or
 produced _____ as identification


ANGELA D. COBB
(Print commissioned name under signature)
Notary Public, State of Florida



My commission expires:

CORPWEAR TO YOU, INC.VAOI

FILED
98 MAR 16 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA