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LETTER OFFICES

GLENN H. MITCHELL

The Barristers Building
1615 Forum Place
Suite 4-B
West Palm Beach, Florida 33401

GLENN H. MITCHELL
MEMBER OF FLORIDA & DISTRICT OF COLUMBIA BARS

AREA CODE 561
TELEPHONE 478-7777

July 22, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

100002602891--9
-07/30/98-01069-010
****122.50 ****122.50

RE: Dollars & Sense, Inc.

Dear Sir or Madame:

Please find enclosed for filing with the Department of State, Division of Corporations, the Articles of Incorporation for the above named corporation. I have enclosed a check in the amount of \$122.50 made payable to Fla. Dept. of State. This amount breaks down as \$35 for the filing fee, \$35 for the Registered Agent designation; and \$52.50 for a certified copy of the Articles of Incorporation once filed.

Thank you for your attention to this matter. Please send the certified copy of the Articles to me at the above address.

Sincerely,


GLENN H. MITCHELL, ESQ.

GHM/lhg

Enclosures

FILED
98 JUL 30 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-3-98
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ARTICLES OF INCORPORATION

OF

DOLLARS & SENSE, INC.

FILED
98 JUL 30 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a corporation under the Laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation shall be DOLLARS & SENSE, INC. The location and mailing address of the corporation is 711 8th Street, West Palm Beach, FL 33401

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in activity or business permitted under the Laws of the United States or of this State.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of capital stock with a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address in this State of the initial registered office of the corporation is 711 8th Street, West Palm Beach, FL 33401, and the name of the initial registered agent is Shon Grimsley.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of Directors may be increased or decreased from

time to time by the Shareholders but shall never be less than one (1). The name and address of the initial Director is Shon Grimsley.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles is Shon Grimsley, 711 8th Street, West Palm Beach, FL 33401.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

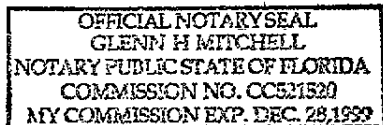
IN WITNESS WHEREOF, I have made and subscribed these Articles this 28 day of July, 1998.

Shon L. Grimsley
Shon L. Grimsley

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on the 28 day of July, 1998 personally appeared before me, Shon Grimsley, to me personally known and he acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State the day and year first above-written.



Glenn H. Mitchell
Notary Public, State of Florida

My Commission Expires:

I hereby accept the designation as Registered Agent as set forth in these Articles of Incorporation.

Shon L. Grimsley
Shon Grimsley