

P95000020452

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Cecan Vista Florida, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-	800001-428558	
<input type="checkbox"/> Fictitious Name File	03/14/95-01019-011	
	+++122.50 +++122.50	
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Renewal		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No 's. Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>JW</u>	_____	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

WALK-IN Will Pick Up 2-14 11:40

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
OCEAN VISTA FLORIDA, INC.

FILED
SECRETARY OF STATE
5/12/59 14 2/11:25

ARTICLE I - NAME

The name of the Corporation is Ocean Vista Florida, Inc.

ARTICLE II - PURPOSE

Any lawful activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE III - INITIAL REGISTERED OFFICE
AND AGENT

The principal place of business and the mailing address of the Corporation is 1500 San Remo Avenue, Suite 245, Coral Gables, Florida 33146-3054, and the name of the initial registered agent of this Corporation is Bonnie J. Hughey at 1500 San Remo Avenue, Suite 239, Coral Gables, Florida 33146-3047.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished in time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

Judith C. Young, Chairperson and a
member of the board of directors
1500 San Remo Avenue
Suite 245
Coral Gables, Florida 33146-3054

Omar M. Megerisi
2800 Post Oak Boulevard
Suite 5310
Houston, Texas 77056

Bonnie J. Hughey
1500 San Remo Avenue
Suite 239
Coral Gables, Florida 33146

ARTICLE VI - INITIAL OFFICERS

The names, titles and addresses of the initial Officers of this corporation are:

Judith C. Young, President
1500 San Remo Avenue
Suite 245
Coral Gables, Florida 33146

Omar M. Megerisi, Vice President
2800 Post Oak Boulevard
Suite 5310
Houston, Texas 77056

Bonnie J. Hughey, Secretary and Treasurer
1500 San Remo Avenue
Suite 239
Coral Gables, Florida 33146

ARTICLE VII - INCORPORATOR(S)

The name and address of the person signing these Articles is:

Bonnie J. Hughey
1500 San Remo Avenue
Suite 239
Coral Gables, Florida 33146-3047

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX - CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by any stockholder of the Corporation.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

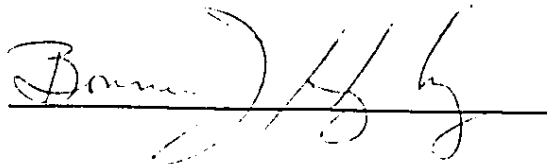
ARTICLE XI - AMENDMENT

The 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.

ARTICLE XII - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Hundred Dollar (\$100.00) par value.

IN WITNESS WHEREOF, the undersigned subscriber Bonnie J. Hughey has executed these Articles of Incorporation, this 13th day of March, 1995.



STATE OF FLORIDA

COUNTY OF DADE

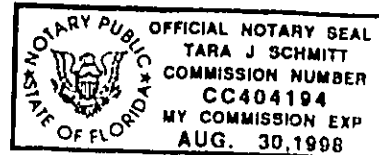
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Bonnie J. Hughey known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13th day of March, 1995.

Tara J. Schmitt

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

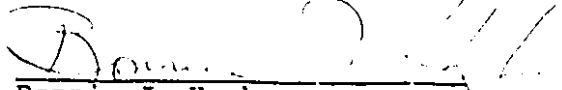


**CERTIFICATE DESIGNATING REGISTERED AGENT OR
REGISTERED OFFICE FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA**

In compliance with Chapter 607.037, Florida Statutes, the following is submitted:

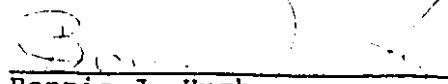
First -- That Ocean Vista Florida, Inc., with its principal place of business at 1500 San Remo Avenue, Suite 245, Coral Gables, Florida 33146-3054, has named Bonnie J. Hughey, located at 1500 San Remo Avenue, Suite 239, Coral Gables, Florida 33146-3047, as Registered Agent.

The street address of the registered office and the street address of the business office of the registered agent, as shown are identified.



Bonnie J. Hughey
Incorporator

Dated: March 13, 1995



Bonnie J. Hughey
Registered Agent

Dated: March 13, 1995