

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. 1-800-342-8067
 FAX (904) 222-1222

P96000052129

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

File 2nd

R. CHESSER JUN 19 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>6/19</u>		
TIME	<u>8:30</u>		CK No. _____
BY	<u>RD</u>		

WALK-IN
 Will Pick Up _____

of _____ No. 52602
 RE: Car Plus, Inc.

	D.O. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(n)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U B-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		
SUBTOTALS		

FILED
 JUN 19 1996
 TALLAHASSEE, FLORIDA
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FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

400001872294
 -06/24/96-01010-036
 ***122.50 ***122.50

400001872294
 -06/24/96-01010-036
 ***122.50 ***122.50

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1/2% per month on Past Due Amounts
 Past 30 Days, 1.8% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

FILED
95 JUN 19 11:55
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

- 1. **NAME:** The name of this corporation is CARE PLUS, INC.
- 2. **DURATION:** The period of its duration is perpetual.
- 3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
- 4. **STOCK:** The corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one (1) class, at One Dollar (\$1.00) par value.

5. INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT: The name and address of the initial registered agent, registered office and principal office of this corporation is as follows:

DAWN RICCIO	3322 Manatee Avenue West Bradenton, Florida 34205
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6. INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment to the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
PAUL GARLICK	Box 940 Ridgetown, Ontario Canada NOP2C0
KATHRYN GARLICK	Box 940 Ridgetown, Ontario Canada NOP2C0

FILED
96 JUN 19 AM 10:55
TALLAHASSEE, FLORIDA

7. INCORPORATORS: The names and addresses of the incorporators signing these Articles of Incorporation are:

PAUL GARLICK	Box 940 Ridgetown, Ontario Canada NOP2C0
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KATHRYN GARLICK

Box 940
Ridgetown, Ontario
Canada N0P2C0


8. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. INDEMNIFICATION: The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

10. CUMULATIVE VOTING: In an election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of his shares, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the president or a vice-president of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the By-Laws of the corporation.

11. PREEMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares, and securities convertible into shares, of any class, kind or series of stock in this corporation that may from time to time be issued whether or not presently authorized including shares from the treasury of this corporation, in the ratio that the numbers of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 6th day of June, 1996.



PAUL GARLICK, Incorporator

Kathryn Garlick
KATHRYN GARLICK, Incorporator

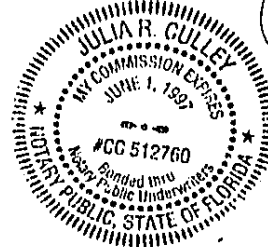
STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared PAUL GARLICK and KATHRYN GARLICK, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed, and they are personally known to me or have produced a passport as identification.

WITNESS my hand and official seal, this 6th day of June, 1996.

Julia R. Culley
Notary Public



**CERTIFICATE OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT
AND ACCEPTANCE OF REGISTERED AGENT**

In pursuance of Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of CARE PLUS, INC., a corporation duly organized and existing under the laws of the State of Florida is: 3322 Manatee Avenue West, Bradenton, Florida 34205.

2. The Registered Office of this corporation is 3322 Manatee Avenue West, Bradenton, Florida 34205.

3. The Registered Agent of this corporation is

<u>NAME</u>	<u>ADDRESS</u>
DAWN RICCIO	3322 Manatee Avenue West Bradenton, Florida 34205

Having been named a 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: 6/16/96

Dawn R. Riccio
Registered Agent

FILED
96 JUN 19 2:10:55
TALLAHASSEE, FLORIDA