

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

NAME _____

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PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY PAK _____

WALK-IN

Will Pick Up 820 130

No 52835

RE: Prelude Management,
Inc.

C.C. FILE NO. _____

Copy Express _____

Art. of Amend. File _____

Corp. Return Search _____

Ltd. Partnership File _____

Foreign Corp. File _____

☒ Gen. Copy(s) _____

Art. of Amend. File _____

Dissolution/Withdrawal _____

C U B _____

Fictitious Name File _____

Name Reservation _____

Annual Report/Reinstatement _____

Reg. Agent Service _____

Document Filing _____

Corporate KIL _____

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 _____

FEE.....\$ _____

DISBURSED.....\$ _____

SURCHARGE.....\$ _____

TAX on corporate supplies.....\$ _____

SUBTOTAL.....\$ _____

PREPAID.....\$ _____

BALANCE DUE.....\$ _____

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

PAUL W. HITCHENS, P.A.
ATTORNEY AT LAW
6464 FIRST AVENUE NORTH
ST. PETERSBURG, FLORIDA 33710

H:FCP

PERSONAL INJURY
& WRONGFUL DEATH
TRIAL PRACTICE
GENERAL PRACTICE

TELEPHONE: (813) 345-3788
FAX: (813) 347-7115
Paul W. Hitchens
Frank E. DiGirola
Robert "Bo" Michael

August 13, 1996

CAPITAL CONNECTION, INC.
Attn: Jennifer
417 East Virginia Street
Tallahassee, FL 32301

Dear Jennifer:

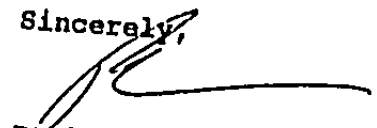
Enclosed is an information sheet and Registered Agent form with regard to incorporating PRELUDE MANAGEMENT, INC.

If you have any questions, please do not hesitate to give me a call.

Please bill my office for your services and use the corporate name as a reference.

Thank you.

Sincerely,



Paul W. Hitchens
PWH/pwa
Encs.

ARTICLES OF INCORPORATION
OF
PRELUDE MANAGEMENT, INC.

FILED
25 AUG 20 PM 12:07

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **PRELUDE MANAGEMENT, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1590 McMullen Booth Road, Clearwater, FL 34619.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is ABDUL JIWA, 5065 34th Street South, St. Petersburg, FL 33711.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: SPECIAL PROVISION

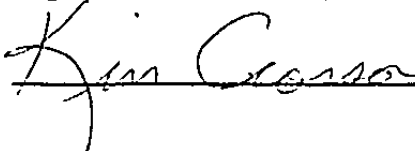
It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

The undersigned has executed these Articles of Incorporation this 20th day of August 1996.

"Capital Connection, Inc. by Kim Crosson, Office Manager"



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is : PRELUDE MANAGEMENT, INC.

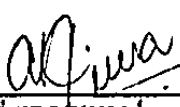
2. The name and address of the registered agent and office is:

ABDUL JIWA

5065 34th Street South

St. Petersburg, FL 33711

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


(Signature)

August 13.96
(Date)

ABDUL JIWA, President
Printed Name, Title