

796000087553

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: Basic Products Group, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

Slate Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input 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-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<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		

188881384051-0
 -10/23/96--01045--009
 ****122.50 ****122.50

96 OCT 23 AM 7:44
 SECRETARIAT OF STATE
 TALLAHASSEE, FLORIDA

FILED

96 OCT 23 AM 11:40
 DIVISION OF CORPORATION

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

.....
 REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAK

WALK-IN Will Pick Up 10/23 11:00

AAK
10/24

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

FOR

BASIC PRODUCTS GROUP, *INC.*

FILED
95 OCT 23 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under and by virtue of the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, states as follows:

ARTICLE I

Name and Address of Corporation

The name of this corporation shall be BASIC PRODUCTS GROUP, *INC.* and the principal business and mailing address is 9710 WildOak Drive, Windermere, Florida 34786.

ARTICLE II

Objects and Purposes of Corporation

The objects and purposes of the corporation and the general nature of the business or businesses to be transacted shall be:

1. To engage in any lawful businesses permitted or allowed under the Florida General Corporation Act.
2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
3. To borrow money from any person, firm, or corporation; to issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation; and to secure same by mortgage, pledge or by any other lawful means.
4. To have offices, conduct its business and promote its objects within or without the State of Florida, in other states, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.
5. To do any and all things necessary, suitable and proper for the accomplishment of any of its objects or for the exercise of any of the powers set forth above, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, whether in the State of Florida, or throughout the United States, or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

6. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III
Term of Existence

The corporation shall have perpetual existence.

ARTICLE IV
Designation of Registered Agent and Acceptance

The name of the initial registered agent of this corporation is WILLIAM CAMERON, and the address of the initial registered office of this corporation shall be 9710 WildOak Drive, Windermere, Florida 34786.

The undersigned is familiar with, and accepts, the obligations attendant upon his appointment as registered agent of the corporation.

ARTICLE V
Capital Stock

The capital stock of the corporation shall consist of 500 shares of common stock with a par value of \$1.00 per share.

ARTICLE VI
Board of Directors

The business of the corporation shall be conducted by a board of at least one director. The name and post office address of the initial director of the corporation is WILLIAM CAMERON, 9710 WildOak Drive, Windermere, Florida 34786.

The director named above shall hold office for the first year of the existence of the corporation or until his or her successors are elected and have qualified.

ARTICLE VII
Initial Capital

The amount of capital with which the corporation shall begin business is \$500.00.

ARTICLE VIII
Corporate Officers

The officers of the corporation shall be a President, one or more Vice-Presidents,

a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors or until their successors are elected and have qualified the following shall be the officers of the corporation:

President:	William Cameron 9710 WildOak Lane Windermere, Florida 34786
Vice-President:	Vacant
Secretary:	Vacant
Treasurer:	Vacant

ARTICLE IX
Identity of Incorporator; Pre-emptive Rights

The name and address of the Incorporator is WILLIAM CAMERON, 9710 WildOak Lane, Windermere, Florida 34786.

Every shareholder of the corporation, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X
Annual Meeting of Shareholders

1. The annual meeting of the shareholders shall be held on the first Monday of January of each year, or at such other time as may be fixed by the By-Laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

2. The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board to be held annually following the annual Shareholders' meeting.

3. The time, place and manner of calling meetings of the shareholders or directors shall be fixed by the By-Laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the By-Laws of the corporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.

4. The Board of Directors shall appoint a resident agent as required by the State of Florida.

ARTICLE XI
Commencement of Corporate Existence

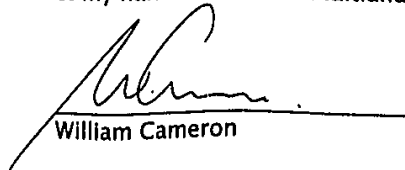
In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is as of the date of filing these Articles of Incorporation with the Secretary of State.

ARTICLE XII
Limits of Liability

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

A special meeting of the incorporator and his or her assigns shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and adoption of the By-Laws and the transaction of such other business as may be desired.

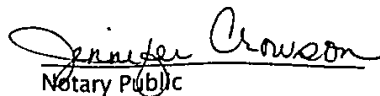
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Maitland, Florida, on October 22, 1996.


William Cameron

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared WILLIAM CAMERON who is to me well known and known by me to be the person described in and who signed the foregoing Articles of Incorporation, or who produced a valid Florida Driver's License as proof of his or her identity, and who acknowledged before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal on October 22nd, 1996.


Notary Public

My commission expires:

JENNIFER CROWSON
Notary Public, State of Florida
My comm. expires Sept. 21, 1998
No. CC 408679