

97000013781

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: Classic Executive Services
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. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
2-10-97

FILED
97 FEB 12 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TAL FEB 12 1997

REQUEST TAKEN CONFIRMED APPROVED
DATE 2-12-97 _____
TIME 9:45 _____ CK No. _____
BY [Signature] _____

WALK-IN Will Pick Up _____

| | C.C. FEE. | DISBURSED |
|-----------------------------|---------------------|------------|
| Capital Express™ | | |
| Art. of Inc. File | | |
| Corp. Record Search | | |
| Ltd. Partnership File | | |
| Foreign Corp. File | | |
| () Cert. Copy(s) | | |
| Art. of Amend. File | | |
| Dissolution/Withdrawal | | |
| C U S- | | |
| Fictitious Name File | | |
| 600002085216--0 | | |
| Name Reservation | -02/12/97=01071-013 | |
| Annual Report/Reinstatement | *****78.00 | *****78.00 |
| 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 | | |
| Counter Service | | |
| Shipping/Handling | | |
| Phone () | | |
| Top Priority | | |
| Express Mail Prep. | | |
| FAX () pgs. | | |
| SUBTOTALS _____ | | |

| | |
|--------------------------------|----|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| SURCHARGE..... | \$ |
| TAX on corporate stippled..... | \$ |
| SUBTOTAL..... | \$ |
| PREPAID..... | \$ |
| BALANCE DUE..... | \$ |

RECEIVED
97 FEB 12 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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
Classic Executive Services, Inc.**

FILED
97 FEB 12 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as the incorporator of a corporation, in accordance with the Florida General Corporation Act, Chapter 607, of the Florida Statutes, adopts the following Articles of Incorporation:

EFFECTIVE DATE

2-10-97

ARTICLE I - NAME

The name of this corporation is Classic Executive Services, Inc.

ARTICLE II - EFFECTIVE DATE AND DURATION

The duration of this corporation is perpetual commencing on the date of execution and acknowledgement of the articles.

ARTICLE III - PURPOSE

The purpose or purposes of this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of Common Stock at One Dollar (\$1.00) par value per share.

ARTICLE V - CAPITAL

The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410 and the name of its initial registered agent at that address is Philip H. Forbes, Esquire.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one. The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until their successors are elected and qualified is:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Robin A. Kocielko | 12300 Alternate A1A, Suite 110 Palm Beach Gardens, FL 33410 |

ARTICLE IX - INCORPORATOR

The names and addresses of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Robin A. Kocielko | 12300 Alternate A1A, Suite 110 Palm Beach Gardens, FL 33410 |

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his, her or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

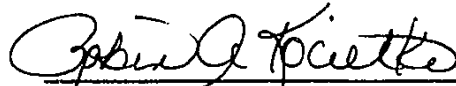
ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

ARTICLE XII - PRINCIPAL OFFICE

The address of the Principal Office and Mailing Address is 12300 Alternate A1A, Suite 110, Palm Beach Gardens, FL 33410.

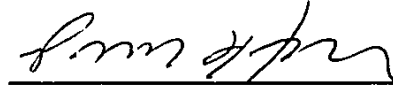
IN WITNESS THEREOF, the undersigned have executed these Articles of Incorporation, this 10th day of February, 1997.



Robin A. Kocielko,
Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10th day of February, 1997, by Robin A. Kocielko, who is personally known to me or who produced _____ as identification and who did not take an oath.



Notary Public, State of Florida
My commission expires:



PHILIP H. FORBES
My Commission CC800400
Expires Nov. 13, 1999

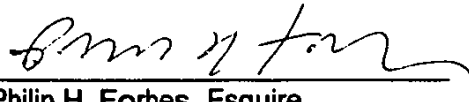
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

Classic Executive Services, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Philip H. Forbes, Esquire, located at 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Philip H. Forbes, Esquire
Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10th day of February, 1997, by Philip H. Forbes who is personally known to me or who produced _____ as identification and who did not take an oath.



Notary Public, State of Florida
My commission expires:



MY COMMISSION # 00440282 EXPIRES
February 25, 1999
BONDED THRU TROY FAH INSURANCE

FILED
97 FEB 12 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA