

CAPITAL CONNECTION, INC.

417 E. Virginia St., Tallahassee, FL 32301, (904) 224-8877
 Mailing Address: Post Office Box 909, Tallahassee, FL 32301
 TOLL FREE No. 1-800-541-3068
 FAX (904) 224-1752

Handwritten: Ponder's Inc. 3204

_____ of _____ No. 3223

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 \$ _____

	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		
400002137514-8		
<input type="checkbox"/> Corporate Kit	-04709797-01023-004	
<input type="checkbox"/> Vehicle Search	****122.50 ****122.50	
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File	97 APR - 9 AM 11:19	
<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 _____		

Handwritten: 4/9

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REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 4/9 10:00

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

RECEIVED
 97 APR - 9 AM 9:58
 DIVISION OF CORPORATIONS

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, 10% per Annum.

THANK YOU
 from _____
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
COORDINATION SYSTEMS, INC.**

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is COORDINATION SYSTEMS, INC.

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV
SHARES**

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, \$.001 par value.

**ARTICLE V
PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 2950 N.W. 53rd Terrace, Margate, FL 33063. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

The number of persons constituting the initial Board of Directors shall be 1. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws. The name and addresses of the initial Board of Directors and officers are as follows:

Linda Schierbaum
2950 N.W. 53rd Terrace
Margate, FL 33063

President/Director

ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

ARTICLE VIII AMENDMENT OF BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

ARTICLE IX SHAREHOLDERS

9.1. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

**ARTICLE X
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI
SUBSCRIBER**

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

Eric P. Littman
1428 Brickell Avenue, 8th Floor
Miami, FL 33131

**ARTICLE XII
CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

**ARTICLE XIII
RESIDENT AGENT**

The name and address of the initial resident agent of this corporation is:

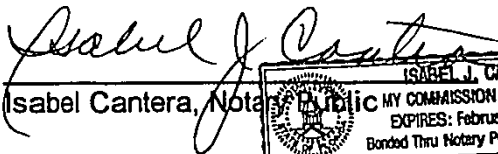
Eric P. Littman
1428 Brickell Avenue, 8th Floor
Miami, FL 33131

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles
of Incorporation this on April 8, 1997.

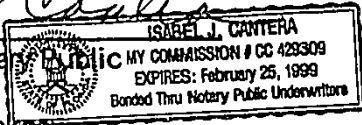


Eric P. Littman, Subscriber

Subscribed and Sworn on April 8, 1997
Before me:



Isabel Cantera, Notary Public



My Commission Expires:

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

Having been named to accept service of process for COORDINATION SYSTEMS,
INC. at the place designated in the Articles of Incorporation, the undersigned is familiar
with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Eric P. Littman

C:\DATA\WP60\ART.504

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR -9 AM 10:49

PM 11:13