

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address Post Office Box 10349, Tallahassee, FL 32302

100% FREE No 1 800 342 8062
FAX (904) 222 1222

NAM _____
FIR _____
ADD _____
PHONE () _____

Service	Top Priority One Day Service	Regular Two Day Service
To us via	Return via	
Matter No.	Express Mail No	
State Fee \$	Our \$	

W95000000545

RE: Fernhaber, Ger

Textiletrial Exchange Corp

FILE DISBURSED

Capital Exch...
Art of File
Corp Search
Ltd Partnership File
Foreign Corp File
() Copy(s)

Art of Amend File
Dissolution/Withdrawal
C U S
Fictitious Name File

Name Reservation
Annual Report/Itemstatement
Reg Agent Service
Document Filing

Corporate Kit
Vehicle Search
Driving Record
Document Removal

UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
File No's. Copies
Courier Service
Shipping/Handling
Phone ()
Top Priority
Express Mail Prep
FAX () pgs

111111111111111111
000000000000000000
111111111111111111
000000000000000000

SUBTOTALS

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

FEB 6 1995 RSC

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	CK No.		
BY	<i>AFL</i>		

WALK-IN
Will Pick Up 2-6-1200

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

David A. Meyer
Lee Elliott
Christopher J. Crum

[NOT-FOR-PROFIT CORPORATION]

ARTICLES OF INCORPORATION
OF

Foundation for Industrial Exchange, Incorporated

The undersigned, David A. Meyer, Lee Elliott, Christopher J. Crum, hereby associate ourselves together for the purpose of organizing a non-profit corporation under the provisions of chapter 617 of the Florida Statutes and all acts amendatory thereto, and to that end, certify as follows:

ARTICLE I

NAME

The name of the corporation is **Foundation for Industrial Exchange, Incorporated**

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual

ARTICLE III

PURPOSES

I Permitted Activities The purposes for which the Corporation is organized are to receive and maintain real, tangible or intangible property, or all three, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, athletic or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code and regulations issued pursuant thereto as they may now exist or as they may hereafter be amended. The Corporation shall have any and all lawful powers provided in Florida Statutes that are not in conflict with these Articles.

Prohibited Activities This Corporation is not organized for a pecuniary profit. There shall be no power to issue certificates of stock or declare dividends and no part of the Corporation's earnings, assets or accumulations shall move to the benefit of any member, director, or individual. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law. In particular, the Board of Directors shall not, nor shall it allow members, subscribers, officers or employees of the Corporation to, on behalf of the corporation

(a) Allow any part of the net earnings to move to the benefit of a private individual including any member, director, officer or subscriber of this Corporation

(b) To carry on propaganda or to attempt to lobby or influence legislation

(c) To intervene in any political campaign or to endorse any candidate for public office

(d) To do any of the following

(1) Lend any part of the Corporation's income or corpus without adequate security and a reasonable rate of interest to

(2) To pay excessive salaries or other compensation over a reasonable allowance to

(3) To make any part of the corporation's services available on a preferential basis to

(4) To make substantial purchase of securities or other property for less than adequate consideration from

(5) Sell any substantial part of the property of the corporation for less than an adequate consideration - or

(6) To engage in any in any other transaction which results in substantial diversion of the corporation's income, assets or corpus to

The subscribers, members, officers or directors of the corporation or to any person who has made a substantial contribution to the corporation or to any brother or sister, (whether by the half or whole blood), spouse, ancestor or lineal descendant of the foregoing or to any corporation controlled by any of the foregoing either directly or indirectly of 50(FFTY) percent of the total combined voting power of such corporation

(c) To violate the provision of Florida Statutes Section 617.0105 Where applicable

3. Dissolution In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State or local governments for exclusive public purposes.

ARTICLE IV

DIRECTORS

There shall be no less than 3(THREE) nor more than 7(SEVEN) members of the initial Board of Directors of the corporation. The number of Directors may be increased by the affirmative vote of the members as provided in the by-laws. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Name	Address
David A. Meyer	150 2nd Ave N Suite 1600, St. Petersburg, FL 33701
E. Lee Elliott	150 2nd Ave N Suite 1600, St. Petersburg, FL 33701
Christopher J. Crum	150 2nd Ave N Suite 1600, St. Petersburg, FL 33701

ARTICLE V

OFFICERS

The affairs of the corporation are to be managed by a President, Vice-President, Secretary and a Treasurer. The Board of Directors may create other offices. All officers will be appointed by the Board of Directors annually at the regular annual meeting of the Board of Directors. The names of the persons who are to serve under these Articles of Incorporation and their respective offices are:

Name	Office
David A. Meyer	President
Lee E. Elliott	Vice President
Christopher J. Crum	Secretary
Robert Andringa	Treasurer

ARTICLE VI

MEMBERS

The corporation shall have members. The different categories or types of membership, the qualifications attendant thereto, together with the rights and duties of the parties composing said categories of membership, financial or otherwise, shall be specified in the by-laws of the corporation.

ARTICLE VII

BY-LAWS

The by-laws of the corporation can be modified, altered, or rescinded by the Directors of the Corporation or by the members, pursuant to the By-Laws of the Corporation.

ARTICLE VIII

AMENDMENTS TO ARTICLES

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Members as specified under the laws of Florida.

ARTICLE IX

PRINCIPAL OFFICE AND REGISTERED OFFICE

The principal office of the corporation shall be located at 150 2nd Ave N, Suite 1600 St. Petersburg, FL 33701 Pinellas county, Florida

The name and street address of the initial registered agent of the corporation in the State of Florida is David A. Meyer, 150 2nd Ave N, Suite 1600 St. Petersburg, FL 33701. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE X

INCORPORATORS

The names and residence addresses of the subscribers of the Articles of Incorporation are:

Name	Address
David Meyer	150 Second Ave North Suite 1600, St. Petersburg, FL 33701

IN WITNESS WHEREOF, I have subscribed my name this
01 day of February, 1995



David A. Meyer, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 01 day of February 1995, by David Meyer, who is personally known to me or who has produced Florida Driver's License M600161663080 as identification, and who did take an oath.

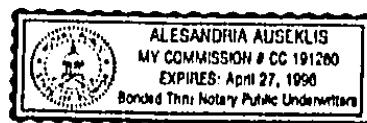
Alexandria Auseklis

Printed Name Alexandria Auseklis

Notary Public

My Commission Expires

Serial Number



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR

DOMICILE FOR THE SERVICE PROCESS WITHIN THIS STATE.

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First -- That the Foundation for Industrial Exchange, desiring to organize under the laws of the State of Florida, has named David A. Meyer, located at 150 2nd Ave North, Suite 1600, St. Petersburg, FL 33701 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Alexander Auseklis

Registered Agent

The foregoing instrument was acknowledged before me this 01 day of February, 1995, by David Meyer, who is personally known to me or who has produced Florida Driver's License M600161663080 as identification, and who did take an oath.

Alexander Auseklis

Printed Name *Alexander Auseklis*

Notary Public

My Commission Expires

Serial Number

