

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 _____
 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 \$

RE: Foundation Bar

Textual Exchange Telephone FEE DISBURSED

N 9500000545

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

Name Reservation
 Annual Report/Restatement
 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
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep
 FAX () pgs

SUBTOTALS

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

\$

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME

BY APL

CK No.

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

[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.

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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 inure 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 inure 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 (Fifty) 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.

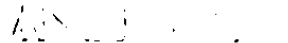
ARTICLE X

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

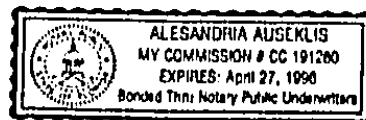
Alexandria Auseklis

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.

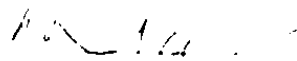
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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.

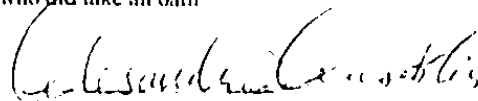
ACKNOWLEDGMENT

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.



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.



Printed Name Alessandra Auseklis

Notary Public

My Commission Expires

Serial Number

