

N960000002649

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 \$ _____

RMC 5/17/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<i>5/16</i>		
TIME	<i>11:00</i>		CK No. _____
BY	<i>JS.</i>		

WALK-IN _____
 Will Pick Up _____

RE: Volusia Sea Turtle Society, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" 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 checked="" 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 Prop.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

3:00001825023
 -05/17/96-01002-016
 *****70.00 *****70.00

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

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.

SECRET
 96 MAY 16 PM 3:07
 TALLAHASSEE, FL 32301
FILED
 THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF

FILED
96 MAY 16 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Volusia Sea Turtle Society, Inc.

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is Volusia Sea Turtle Society, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is Post Office Box 2524, New Smyrna Beach, FL 32170.

ARTICLE III: PURPOSE

The purpose of this corporation is for the protection and preservation of sea turtles.

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is Glen D. Storch, Esquire, Storch, Hansen & Morris, P.A., 1620 S. Clyde Morris Blvd., Suite 300, Daytona Beach, FL 32119.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the corporation is initially four. The manner in which the directors are elected is stated in the corporate bylaws. The name and address of each person who is to serve as a member of the initial Board of Directors is

President, Marye Marshall, 1803 North Peninsula Avenue, New Smyrna Beach, FL 32169.

Director, Claudia Dennis, 309 Normandy Avenue, New Smyrna Beach, FL 32169.

Director, Andrea Lux, 1304 N. Peninsula Avenue, New Smyrna Beach, FL 32169.

Director, Rhonda Donahoo, 3842 Sandstone Court, New Smyrna Beach, FL 32169.

ARTICLE VII: NON-STOCK BASIS

The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

In the event of dissolution, the residual assets of the corporation 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 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE X: AMENDMENTS


The corporation reserve the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XI: CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

The undersigned incorporator has executed these Articles of 16th Incorporation this day of May 1996.

"Capital Connection, Inc. by Kim Crosson, Office Manager"



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
96 MAY 16 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation,
organized under the laws of the State of Florida, submits the following statement in designating
the registered office/registered agent, in the State of Florida.

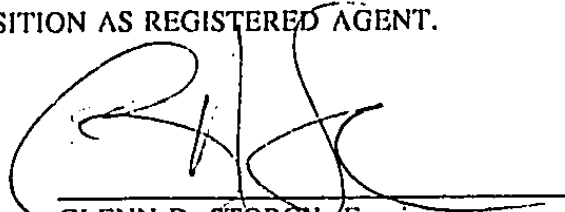
1. The name of the corporation is:

VOLUSIA SEA TURTLE SOCIETY, INC.

2. The name and address of the registered agent and registered office is:

**Glenn D. Storch, Esquire
Storch, Hansen & Morris, P.A.
1620 S. Clyde Morris Blvd., Suite 300
Daytona Beach, FL 32119**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



GLENN D. STORCH, Esquire
Dated this 8th day of May, 1996