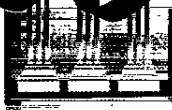


PO2000055539

Dennis R. Long
Beth S. Wilson
Warren A. Wilson III



Wilson, Wilson & Long, P.A.
31608 U.S. Hwy 19 North
Palm Harbor, FL 34684

Colleen Bratcher

W W L
ATTORNEYS

Telephone: (727) 785-7676
Telephone: (727) 849-3111
Telecopier: (727) 785-2708
E-mail: wwl@ix.netcom.com
www.floridafamilylaw.com

May 14, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: CAPITAL PLANNING CORPORATION II

000005557230--9
-05/17/02--01041--001
****122.50 *****78.75

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-named corporation, together with the Certificate Designating Registered Agent and Street Address for Service of Process Within Florida. Also enclosed is a Consent by Capital Planning Corporation, along with a check in the amount of \$122.50 to cover the following fees:

1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent
3. \$52.50 - Certified copy

Please certify the enclosed copy of the Articles of Incorporation and return the same to me.

Thank you very much for your cooperation in this matter.

Very truly yours,

Dennis R. Long

DRL:sms
Enclosures

S-C-CORP-COVER.LTR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 17 AM 10:40

5-20-02
110C

FILED STATE
SECRETARY OF CORPORATIONS
02 MAY 17 AM 10:40

May 14, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir:

The undersigned corporation duly organized and existing under the laws of the State of Florida, does hereby grant permission and approve the filing of Articles of Incorporation for the following named corporation:

CAPITAL PLANNING CORPORATION II

I understand that this approval is necessary due to the similarity of the names.

CAPITAL PLANNING CORPORATION


By *Gary K. Russell*
Gary K. Russell, as President

(SEAL)
Attest: *Nancy M. Russell*
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

SWORN TO and subscribed before me this 14th day of May, 2002 by Gary K. Russell, as President, and Nancy M. Russell, as Secretary, of CAPITAL PLANNING CORPORATION, who are personally known to me or who produced valid Florida drivers licenses as identification.

Dennis R. Long
Notary Public

 Dennis R. Long
MY COMMISSION # CC815948 EXPIRES
June 30, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

**ARTICLES OF INCORPORATION
OF
CAPITAL PLANNING CORPORATION II**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 MAY 17 AM 10:40

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I - NAME

The name of this corporation is **CAPITAL PLANNING CORPORATION II**.

ARTICLE II - TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida as presently enacted and as it may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall all be of one class of Common Shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right

to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is at 1103 Florida Avenue, Palm Harbor, Florida 34683, and the name of the initial registered agent of this corporation at that address is JENNIFER A. CROCKER.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business for this corporation has not been established at this time; the mailing address is 1103 Florida Avenue, Palm Harbor, Florida 34683.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of this corporation in the manner provided by law, but shall never be less than one (1). The name and street address of the initial director of this corporation who shall serve until a successor is duly elected and qualified is:

<u>Name</u>	<u>Address</u>
JENNIFER A. CROCKER	1103 Florida Avenue Palm Harbor, Florida 34683

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
JENNIFER A. CROCKER	1103 Florida Avenue Palm Harbor, Florida 34683


ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of May, 2002.

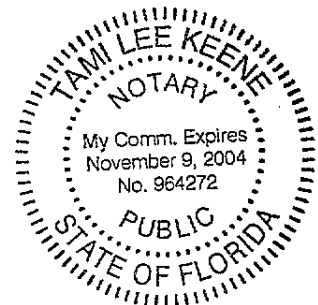

JENNIFER A. CROCKER

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 14 day of May, 2002, by JENNIFER A. CROCKER, who is personally known to me.


Notary Public

s-c:corp/articles



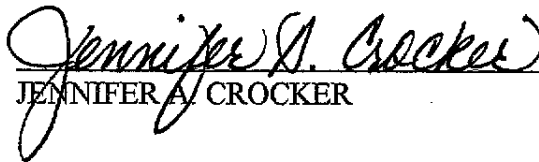
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statute 48.091, **CAPITAL PLANNING CORPORATION II**, desiring to organize under the laws of the State of Florida, hereby designates **JENNIFER A. CROCKER**, located at 1103 Florida Avenue, Palm Harbor, Florida, as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, 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.

Dated: May 14, 2002


JENNIFER A. CROCKER

s-c:corp\regagent

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 MAY 17 AM 10:40