

P95000002816

*** QUOTATION ***

INVOICE # ANTARE

1/11/96

CUSTOMER # MART03

CAPITAL CONNECTION, INC.
P.O. BOX 19349

TALLAHASSEE, FL 32302
904-224-8870
CLIENT REF # JWB

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CLIENT REF: JULIA WALSON

DOCUMENT FILING, W/CC, AM RUSH, SHIPPING/HANDLING
FILE ART WITH CERT COPY FOR:
ANTARES VII INVESTMENTS, INC.

JAN 10 1996 BSB

RECEIVED
95 JAN 11 AM 10:20
DIVISION OF CORPORATION

FILED
95 JAN 11 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ANTARES VII INVESTMENTS, INC.**

FILED

25 JAN 11 PM 2:00

SECRETARY OF STATE

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the laws of the State of Florida.

**ARTICLE I
Name and Principal Office Address**

The name of this corporation is ANTARES VII INVESTMENTS, INC. The principal office address is 111 W. Fortune Street, Tampa, Florida 33602.

**ARTICLE II
Term of Existence**

This corporation shall commence as of the date hereon and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III
Nature of Business**

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE IV
Capital Structure**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$1.00 per share.

**ARTICLE V
Initial Registered Agent and Registered Office**

The initial registered agent of this corporation shall be Hitoshi J. Kimura. The street address of the initial registered office of this corporation, which is identical with the business of the registered agent is 111 W. Fortune Street, Tampa, Florida 33602, County of Hillsborough, State of Florida.

**ARTICLE VI
Board of Directors**

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

**ARTICLE VII
Initial Board of Directors**

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to those Article of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

<u>Name</u>	<u>Address</u>
Hitoshi J. Kimura	111 W. Fortune Street Tampa, Florida 33602

**ARTICLE VIII
Incorporator**

<u>Name</u>	<u>Address</u>
Hitoshi J. Kimura	111 W. Fortune Street Tampa, Florida 33602

**ARTICLE IX
Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

**ARTICLE X
Indemnification**

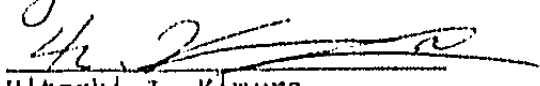
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI
Amendment to Article of Incorporation**

These Articles of Incorporation may be amended at any time by a resolution, adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days

written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator executed these Article of Incorporation this 12th day of January, 1995.


Hitoshi J. Kimura
Incorporator

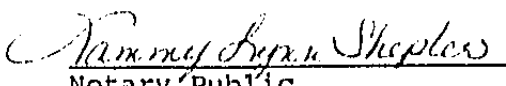
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of January, 1995, by Hitoshi J. Kimura who is personally known to me or who has produced Hitoshi Kimura as identification and who did/did not take an oath.

WITNESS my hand and official seal in the county and state named above this 12th day of January, 1995.



TAMMY LYNN SHEPLER
My Commission CC410397
Expires Sep. 28, 1998
Bonded by HAI
800-422-1855


Notary Public
State of Florida at Large

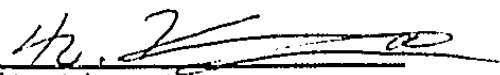
My Commission Expires:

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

In compliance with Chapter 607.0501, Florida Statutes, the
following is submitted, in compliance with said Act:

That ANTARES VII INVESTMENTS, INC., desiring to organize
under the laws of the State of Florida, with its principal office
and place of business, as indicated in the Articles of
Incorporation, at City of Tampa, County of Hillsborough, State of
Florida, has named Hitoshi J. Kimura, 111 W. Fortune Street, Tampa,
Florida 33602, County of Hillsborough, State of Florida, as
its agent to accept service of process within this state
Florida.

The street address of the registered office and the street
address of the business of the registered agent are identical.


Hitoshi J. Kimura
Incorporator

Dated: 1/10/95

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
and otherwise to the proper and complete performance of my
duties.

BY: 

Hitoshi J. Kimura
Registered Agent