

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

79500000

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 \$ _____

94 DEC 29 1994
 05 JAN 17 1995
 TALLAHASSEE, FLORIDA

00502, 00524, 00671

Note: Capacity of person signing
 as Reg. Agent DEC 29 1994 BSB

JAN 17 1995

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____ CK No. _____
 BY SW

WALK-IN 12:29 1:00
 Will Pick Up

of _____ No. 51614
 RE: Century America Florida, Inc.

03939

| | FEE. | DISBURSED |
|-----------------------------------|------|-----------|
| _____ Corp. of Inc. File | | |
| _____ Art. of Amend. File | | |
| _____ Corp. Record Search | | |
| _____ Ltd. Partnership File | | |
| _____ Foreign Corp. File | | |
| _____ () Cert. Copy(s) | | |
| _____ Art. of Amend. File | | |
| _____ Dissolution/Withdrawal | | |
| _____ C U S - | | |
| _____ Fictitious Name File | | |
| _____ Name Reservation | | |
| _____ Annual Report/Reinstatement | | |
| _____ 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 | | |

201001355498
 12/29/94-01056-027
 ****122.50****122.50

95 JAN 17 1995
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 FILED

| | |
|--------------------------------|----|
| 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.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 29, 1994

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: CENTURY AMERICA FLORIDA, INC.
Ref. Number: W94000027507

We have received your document for CENTURY AMERICA FLORIDA, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

What is the capacity of the person who's signing as registered agent for the said corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 994A00054760

Corrected
Not. Century America, Inc has
been reinstated and this corp
and Century America are by
same person.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
CENTURY AMERICA FLORIDA, INC.

FILED
95 JAN 17 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: CENTURY AMERICA FLORIDA, INC. The address of the corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of \$.01 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Florida Corporate Support, Inc.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

Victor Minca
1108 Mission Ridge Court
Orlando, Florida 32835

Article 7. Incorporators. The name and address of each Incorporator is as follows: Richard D. Stoner, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

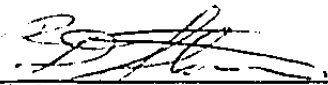
B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

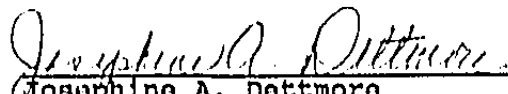
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 28th day of December, 1994.



Richard D. Stoner

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 28th day of December, 1994 by Richard D. Stoner who is personally known to me and who did take an oath.



Josephine A. Dettmore
Notary Public, State of Florida at Large

JOSEPHINE A. DETTMORE
Notary Public, State of Florida
My Comm. Expires Nov. 8, 1998
Comm. No. CC419730

ACCEPTANCE BY REGISTERED AGENT

FILED

95 JAN 17 AM 10:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the appointment as Registered Agent of CENTURY AMERICA FLORIDA, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 28th day of December, 1994.

FLORIDA CORPORATE SUPPORT, INC.

By: 

Richard D. Stoner