

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: To Priority _____ Regular _____
 Or Day Service _____ To Day Service _____

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

of _____
 RE: Cypress, Inc

PA50000006163

	C.C. FEE.	DISBURSED
<input checked="" 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"/> (S) Corp. Corp (s)		
<input 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 Prep		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

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

WPA 1/23/95
UNPAID
JAN 23 1995 BSB
JAN 24 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AAK</u>	_____	_____	_____

WALK-IN Will Pick Up 123 1.00

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
Sandra B. Morham
Secretary of State

January 23, 1995

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

SUBJECT: CYPRUS, INC.
Ref. Number: W95000001552

We have received your document for CYPRUS, 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.

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: 395A00002652

ARTICLES OF INCORPORATION

OF

TSERI, INC.

FILED

05 JAN 24 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME OF CORPORATION

The name of the Corporation shall be TSERI, INC. The principal place of business of the Corporation shall be 17943 San Carlos Boulevard, Fort Myers Beach, Florida 33931.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to manufacture, purchase, or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

In addition the Corporation shall have power:

1. to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;

2. to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer or corporate property, or other instruments to secure the payment of corporate indebtedness as required;

3. to purchase the corporate assets of any other corporation and engage in the same or other character of business;

4. to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or pay bonds, securities, or other evidences of indebtedness created by any other Corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and

5. to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

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

ARTICLE IV
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same class or series as that which is

already issued, shall have the right to purchase a pro rata share thereof at the price at which it is offered to others.

ARTICLE V
PREEMPTIVE RIGHTS DENIED

No holder of any of the shares now or hereafter issued by the Corporation shall be entitled as a matter of right to subscribe for or purchase any part of the unissued shares of the Corporation of any class whatsoever or to subscribe for or purchase any additional shares, whether common, preferred, or of any other class, to be issued by reason of any increase in the authorized capital of the Corporation, or to subscribe for or purchase any bonds, certificates of indebtedness, debentures, or other securities, convertible into shares of the Corporation. Any and all such uninsured shares and such additional authorized issue of new shares and such securities convertible into shares may be issued, allotted, and disposed of to such persons, firms, Corporations, or association and for such lawful consideration and upon such terms as the Board of Directors may deem advisable and for the best interests of the Corporation.

ARTICLE VI
TRANSFER OF SHARES

Any shareholder desiring to transfer his shares of stock in this Corporation must first offer his shares to the Corporation for the same price as being offered to any third party. The Corporation shall have twenty (20) days to acknowledge acceptance of said offer. If the Corporaion should decline to purchase said

stock or fails to acknowledge acceptance within twenty days, then said shareholder shall offer his shares for sale to the remaining shareholders on a pro rata basis and those shareholders shall have an additional twenty days to acknowledge acceptance of said offer.

ARTICLE VII
PROHIBITION OF TRANSFER OF SHARES

If a shareholder shall be indebted to the Corporation, the directors may refuse to consent to a transfer of his shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

ARTICLE VIII
TERM OF EXISTENCE

This Corporation is to exist perpetually, commencing on the date these Articles are filed with the Office of the Secretary of State, State of Florida.

ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 17943 San Carlos Boulevard, Fort Myers Beach, Florida 33931, and the name of the initial registered agent of this Corporation at that address is Christakis Michael.

ARTICLE X
DIRECTORS

This Corporation shall have two (2) directors initially. The

number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one or more than seven. The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Christakis Michael	5615 Winkler Road Fort Myers, Florida 33907
Zoe Michael	5615 Winkler Road Fort Myers, Florida 33907

ARTICLE XI
INCORPORATORS

The name and address of each Incorporator of this Corporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Christakis Michael	5615 Winkler Road Fort Myers, Florida 33907	100

ARTICLE XII
OFFICERS

The officers of this Corporation shall be a President CHRISTAKIS MICHAEL, a Vice President ZOE MICHAEL, and such other additional officers and agents as may be provided in the By-Laws or designated by the Board of Directors.

Directors shall be elected by the shareholders at their annual meeting which will be held at the registered office of the Corporation or at such other place as may be provided by the By-Laws, or otherwise agreed upon, on the 1st day of March of each and every year, or at such other time as may be designated in the By-Laws, and the annual directors' meeting shall be held immediately

after the adjournment of the annual shareholders' meeting, which shall include the election of officers by the Board of Directors.

ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV
INDEMNIFICATION

This Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XV
COMPENSATION OF OFFICERS AND DIRECTORS

No salary or other compensation shall be paid to any director or officer of the Corporation for services rendered as such director or officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held shareholders' meeting by the record holders of at least two thirds of the then outstanding capital shares of the Corporation.


CHRISTAKIS MICHAEL

