

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

95 JAN

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 \$ _____

RE: Callator's Express, Inc.

C.C. FEE. DISBURSED

Capital Express
 Corp. Fictitious Name
 Ltd. Partnership
 Foreign Corp. Inc.
 () Corp. (a)

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

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

JAN 26 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY Ju _____

WALK-IN
 Will Pick Up 1.26 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

ARTICLES OF INCORPORATION

OF

COLLATOR'S EXPRESS, INC.

ARTICLE I - NAME

The name of this corporation shall be:

COLLATOR'S EXPRESS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in services and activities associated with decision making in the public and private sector.

To engage in any other lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description, and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and in all other States and counties.

To conduct said 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 license in the State of Florida and in all other States and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

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

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

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**SECRETARY OF STATE
TALLAHASSEE, 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 1,000 shares at no par value.

ARTICLE IV - PREEMPTIVE RIGHT

Holders of the common stock shall have the right to subscribe and purchase their pro rata shares of any new common stock which may be issued by the corporation.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 11305 Bruce Drive, Jacksonville, Florida 32218.

ARTICLE VII - INITIAL REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent is Charlene Kilgore, 11305 Bruce Drive, Jacksonville, Florida 32218.

ARTICLE VIII - DIRECTORS

This corporation shall not have more than two (2) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders.

ARTICLE IX - INITIAL DIRECTORS AND OFFICERS

The name and address of the Initial Director and Officers is:

NAME	ADDRESS
Charlene Kilgore D/P/T	11305 Bruce Drive Jacksonville, Florida 32218
Antoinette M. Yeske D/V/P/S	1210 Eagle Bend Ct. Jacksonville, Florida 32226

ARTICLE X - INCORPORATOR

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

NAME	ADDRESS
Charlene Kilgore	11305 Bruce Drive Jacksonville, Florida 32218

ARTICLE XI - AMENDMENTS

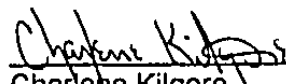
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and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

ARTICLE XII - SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE XIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing.


Charlene Kilgore
Incorporator

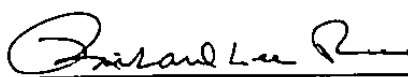
STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in State and County named above to take acknowledgments, personally appeared Charlene Kilgore to me known to be the person described as subscribed in and executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this the 20 day of JANUARY, 1995.



RICHARD LEE ROSS
My Comm. Exp. 4/05/97
Bonded By Service Ins
No. CC274447
Notary Public


Notary Public
My Commission Expires: 4-5-97

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.051, Florida Statutes, the undersigned 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.

The name of the corporation is:

COLLATOR'S EXPRESS, INC.

The name and address of the Registered Agent and Office is:

Charlene Kilgore
11305 Bruce Drive
Jacksonville, Florida 32218

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SECRETARY OF STATE
JACKSONVILLE, FLORIDA

SIGNATURE Charlene Kilgore
Charlene Kilgore

TITLE President

DATE 1-20-95

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.

SIGNATURE Charlene Kilgore
President

DATE 1-20-95