

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: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: C + C Capital Inc.

C.C. FEE. DISBURSED

Art. of Amend. File
 Dissolution/Withdrawal
 C U S-
 Fictitious Name File

600001396236
 -02/02/95--01013--006
 ***122.50 ***122.50

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.....	\$

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

C & C Capital Inc.

FILED
95 FEB -2 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporate for the purpose of becoming a corporation under the Laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit, and subject to the following provisions:

ARTICLE I

The name of the corporation shall be:

C & C Capital Inc.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at any one time is one hundred (100) shares of common stock at 1.00 per share.

ARTICLE V

The post office address of the initial registered office of this corporation in the State of Florida is:

5 Island Ave 11F
Miami Beach, Fl. 33139

The name of the initial registered agent at such address is:

Michael J. Clubb

The principal office and registered office are one in the same.

ARTICLE VI

The Business of the Corporation shall be managed by a Board of Directors, who need not be stockholders of the Corporation. The number of the Directors, not less than one, no more than seven, and shall be fixed by resolution of the stockholders at a regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE VII

The Board of Director may from time to time move the registered office to any other address in Florida whenever The Directors may deem necessary of expedient.

ARTICLE VIII

The name and post office address of the member of the Board of Directors who shall serve as members thereof are as follows:

BOARD OF DIRECTORS

ADDRESS

Michael J. Clubb

5 Island Ave 11F
Miami Beach, Fl. 33139

Inez Costa-Clubb

5 Island Ave 11F
Miami Beach, Fl. 33139

The name and post office address of the incorporator shall be:

Michael J. Clubb
5 Island Ave 11F
Miami Beach, Fl. 33139

ARTICLE IX

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation.

ARTICLE X

Amendments to the Articles of Incorporation, Merger, Consolidation or Dissolution must be submitted to the Stockholders for unanimous approval. Thirty days notice shall be provided.

ARTICLE XI

Shareholders of the Corporation shall have preemptive rights to acquire their pro-rate share of stock of the corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other properties, services, the acquisition of other corporations, shares of property through merger or the extinguishment of debts. Preemptive rights shall (NOT) apply to the reissuance of all redeemed or otherwise acquired shares including the reissuance of treasury shares.

This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

My Commission expires:

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the the above stated corporation, at 5 Island Ave 11F, Miami Beach, Fl. 33139 place designated in this certificate, I, Michael J. Clubb, hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

January 31, 1995

Michael J. Clubb
Michael J. Clubb

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA