

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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FEB 6 1995 358

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AKK _____

WALK-IN
 Will Pick Up 242 1202

RE: Blue Sky Investments,

	C.C. FEE.	DISBURSED
Capital Connection		
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.....	\$

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
BLUE SKY INVESTMENTS, INC.

FILED
OFFICE OF THE CLERK
JAN 11 1984
TAMPA, FLORIDA

ARTICLE I - Name

The name of the corporation is BLUE SKY INVESTMENTS, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

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

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$ 1.00 par value common stock.

ARTICLE V - Initial Registered Office and Agent

The street address and the mailing address of the corporation's principal office as well as that of the initial registered office of this corporation is the same: 3400 S. Tamiami Trail, Suite 301, Sarasota, Florida 34239 and the initial registered agent of this corporation at that address is Peter J. Jaensch.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Lisa J. Guest
2101 Bern Creek Loop
Sarasota, Florida 34240

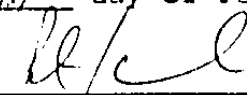
ARTICLE VII - Incorporator

Peter J. Jaensch
3400 S. Tamiami Trail, Suite 301
Sarasota, FL 34239

ARTICLE VIII - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

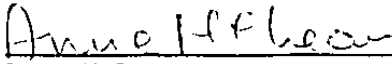
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of February, 1995.


PETER J. JAENSCH

STATE OF FLORIDA
COUNTY OF SARASOTA

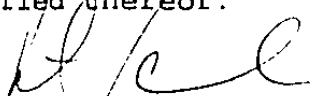
BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared, PETER J. JAENSCH, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the state and county aforesaid this 13th day of February, 1995.


Anne McLean



I HEREBY ACCEPT appointment as initial registered agent of the above-named corporation and agree to serve as such until my successor shall have been named by the Directors of the Corporation, and the proper department of the State of Florida notified thereof.


Peter J. Jaensch

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS
SUBMITTED:

FIRST THAT BLUE SKY INVESTMENTS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
SARASOTA, STATE OF FLORIDA, HAS NAMED Peter J. Jaensch, LOCATED AT
3400 S. TAMiami TRAIL, SUITE 301, CITY OF SARASOTA, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITH FLORIDA.

SIGNATURE [Signature]
(CORPORATE OFFICER)
TITLE Corp. Counsel
DATE 1-1-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
Peter J. Jaensch
DATE 2-1-95

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

P95000009615

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regu'ar _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Billie SKL
Investments, Inc.

	C.C. Fee	DISBURSED
<input type="checkbox"/> Capital Exp. 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"/> () Cert. Copy(s)		
<input checked="" 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..... \$

95 JUN -9 PM 12:22
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

Amend

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME SKL CK No. _____

BY _____

WALK-IN Will Pick Up 6.8 2.00

Please remit invoice number with payment
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 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

95 JUN -9 AM 9:58
DIVISION OF CORPORATION

June 8, 1995

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: BLUE SKY INVESTMENTS, INC.
Ref. Number: P95000009615

We have received your document for BLUE SKY INVESTMENTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the address of the new director.

The document refers to an "Exhibit A" as being attached, this exhibit must be attached or you must remove the reference to its being attached.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 395A00028313

Approved

ARTICLES OF AMENDMENT
OF BLUE SKY INVESTMENTS, INC.


FILED
95 JUN -9 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In accordance with Section 607.187 of the Florida Statutes, the Articles of Incorporation of BLUE SKY INVESTMENTS, INC. are hereby amended as follows:

1. The current name of the director of the corporation is Lisa Guest.
2. The following amendment was adopted by the shareholders dated June 2, 1995.
The name of the director of the corporation is hereby changed to:

Elvira Stark
256 Hammock Terrace, Venice, FL 34293

IN WITNESS WHEREOF, the undersigned officer(s) of the corporation have executed these Articles of Amendment.

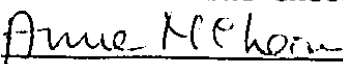


Lisa Guest
Vice Chairman - Board of Directors

I HEREBY CERTIFY AND ACKNOWLEDGE, that the foregoing Articles of Amendment were authorized by written statement of all of the shareholders of the corporation on June 2, 1995.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 2nd day of June, 1995, by Lisa Guest known by me to the person who executed the foregoing Articles of Amendment, and she acknowledged before that she executed those Articles of Amendment.



Anne McLean Notary Public

My commission expires:



ANNE McLEAN
COMMISSION # CC 395025
EXPIRES JUL 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.