

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: m. J. Exchange, Inc

95000010541

C.C. FEE.

DISBURSED

<input checked="" type="checkbox"/> Capital Express		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input checked="" type="checkbox"/> Cert. Rec. Search		
<input checked="" type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Copy(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		

3000001400193
02/08/95 01812 000
*****70.00 *****70.00

FILED
FEB 19 11:45
TALLAHASSEE, FL

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK

WALK-IN Will Pick Up 2-5 1220

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
M.J. EXCHANGE, INC.**

FILED
95 FEB -8 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profit, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of the corporation shall be:

M.J. EXCHANGE, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature and the object and purposes proposed to be transacted and carried on is telecommunications, and any and all other lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be FIVE HUNDRED SHARES (500) shares of \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be FIVE HUNDRED DOLLARS (\$500.00) DOLLARS.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Mitchell Frank	1645 S.E. 3rd Court Suite 206 Deerfield Beach, Florida 33441	same

The registered office of the corporation and its principal place of business shall be 1645 S.E. 3rd Court, Suite 206, Deerfield Beach, Florida 33441, with the privilege of having branch offices at other places within or without the State of Florida. The registered agent at the above address shall be Mitchell Frank.

ARTICLE VII

OFFICERS AND DIRECTORS

The names and post office addresses of the officers and first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Mitchell Frank	1645 S.E. 3rd Court Suite 206 Deerfield Beach, Florida 33441	President

The corporation shall have at least one and not more than five directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE VIII

SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation, and the number of shares they agree to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Mitchell Frank	1645 S.E. 3rd Court Suite 206 Deerfield Beach, Florida 33441	500

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them from any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and I do agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 6 day of February 1995.
In the presence of:

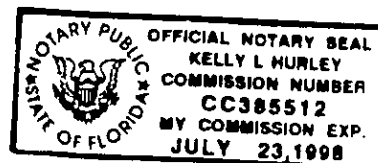
Michael Hawkey
Kelly L. Hurley

Mitchell Frank
MITCHELL FRANK

STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, MITCHELL FRANK, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein express.

By: Kelly L. Hurley
Name: KELLY L. HURLEY
Notary Public-State of Florida
My Commission Expires:



To: The Department of State
Tallahassee, Florida 32304

FILED
95 FEB -3 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 607.325 of the Florida General Corporation Act, the following is submitted:

M.J. EXCHANGE, INC., with its place of business at 1645 SE 3rd Court, Ste 206, Deerfield Beach, Florida 33441 has named MITCHELL FRANK located at (same address as above), as its agent to accept service of process within Florida.

Dated: February 6, 1995.


Incorporator

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, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated: February 6, 1995.


Registered Agent