

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10149, 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 \$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY

WALK-IN Will Pick Up 216 3100

_____ of _____
 RE: Caliente Records, Inc

PA50000013413

- Original Express
- No. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Photo Copy
- 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 Prop. _____
- FAX () _____ pgs

300001408193
 -02/16/95--01101--007
 *****70.00 *****70.00

95 FEB 16 PM 2:53
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

| | |
|--------------------------------|----|
| 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

CERTIFICATE OF INCORPORATION

FILED
95 FEB 16 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

CALIENTE RESORTS, INC.

ARTICLE I-NAME

The name of this corporation shall be:

CALIENTE RESORTS, INC.

ARTICLE II-NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States or of this state.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time shall be 10,000 shares of common stock at the par value of \$1.00 per share upon which there are no preemptive rights except to the extent specified in the By-Laws.

The common stock shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property, service, patent, lease, or any other valuable thing or right for the uses and purposes of the corporation, and all shares of capital, when issued in exchange therefor shall thereupon and thereby become and be paid in full, the same as though paid for in cash at par, and shall be nonassessable forever; the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

ARTICLE IV-INITIAL CAPITAL

This corporation shall begin with Twenty-five Hundred Dollars (\$2,500.00)

ARTICLE V-TERM OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE VI-PRINCIPAL OFFICE

The address of the principal office shall be:

1520 Land o' Lakes Blvd., Suite A, Lutz, FL 33549

The address of the registered office shall be:
5700 Memorial Hwy., Suite 102, Tampa, FL 33615

The registered office may be moved from time to time by action of the Board of Directors. The registered agent shall be: SHELDON L. WIND, P.A., whose address is: 5700 Memorial Hwy., Suite 102, Tampa, FL 33615

ARTICLE VII-BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than 1 and not more than 4 directors. Each officer and director shall hold office until his or her successor is elected and qualified; provided, however, that a majority of the stockholders may, at a regular or a special meeting, remove any officers and directors with or without cause. The duties, powers and functions of the officers and directors of this corporation shall be as usually devolve upon such officers and directors unless otherwise provided in the By-Laws.

ARTICLE VIII-ORIGINAL DIRECTORS

The original directors of this corporation shall be:

| <u>NAME:</u> | <u>ADDRESS:</u> |
|--------------------|--|
| William E. Baldwin | 1520 Land o' Lakes Blvd., Suite A, Lutz, FL 33549 |
| Bob Pinson | 1520 Land o' Lakes Blvd., Suite A, Lutz, FL 33549 |

ARTICLE IX-ORIGINAL SUBSCRIBERS

The original subscribers to this corporation shall be:

| <u>NAME:</u> | <u>ADDRESS:</u> | <u>NO. SHARES</u> |
|--------------------|---|-------------------|
| William E. Baldwin | 1520 Land o' Lakes Blvd., Suite A Lutz, FL 33549 | 1,250 |
| Bob Pinson | 1520 Land o' Lakes Blvd., Suite A Lutz, FL 33549 | 1,250 |

ARTICLE X-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 to the stockholders by them, and approved at the stockholders' meeting by a majority of the stockholders entitled to vote thereon; unless, however, all of the Board of Directors and all of the stockholders sign a written statement manifesting their intention to amend a certain article herein.

ARTICLE XI-SPECIAL POWERS

The following special powers, provisions, provisions, privileges and limitations shall be applicable to and govern this corporation:

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected by or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation; provided, however, that the fact that such director is interested shall be disclosed or shall have been known to the board of Directors or a majority thereof, and any director of this corporation holding office in another corporation or being a director thereof, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction as if he were not such directors or office of such corporation and not so interested.

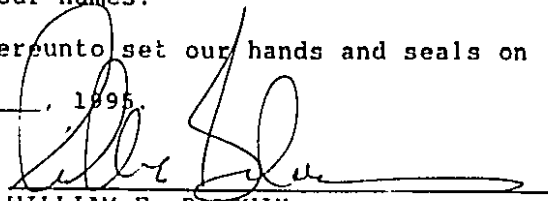
ARTICLE XII-DATE OF EXISTENCE

The date when this corporation shall begin existence is:

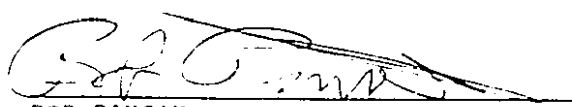
DATE OF FILING

We, the undersigned, being the original subscribers to this corporation, and the capital stock therein, for the purpose of forming a corporation to do business within and without the State of Florida, in pursuance of the General Laws of the State of Florida, Chapter 607, F.S.A., and the Acts amendatory thereto and supplement thereof, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true and do agree to take the number of shares set opposite our names.

In Witness Whereof, we have hereunto set our hands and seals on this 14th day of FEBRUARY, 1995.



WILLIAM E. BALDWIN

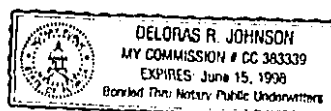


BOB PINSON

SWORN TO and subscribed before me this _____ day of _____, 1995.

Notary Public, State at Large

My Commission Expires:



FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM SERVICE
OF PROCESS IS BINDING AND ACCEPTANCE OF AGENT
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

This corporation, CALIENTE RESORTS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at: 1520 Land o' Lakes Blvd., Suite A, Lutz, FL 33549, has named SHELDON L. WIND, P.A., as its Agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above-named corporation at the address which is designed in this Certificate of Incorporation, I hereby accept to act in this capacity, and I agree to comply with the provision of said Act relative to keeping said office open.

By: Sheldon L. Wind, President
SHELDON L. WIND, ESQUIRE
of Sheldon L. Wind, P.A.