

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 \$ _____

FEB 20 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____		
TIME	_____		
BY	_____		

WALK-IN
 Will Pick Up 2/20 11:45

RE: Firstel Corp Inc

C. FEE.	DISBURSED
<input type="checkbox"/> Capital Corp	
<input type="checkbox"/> Art. of Inc. File	
<input type="checkbox"/> Corp. Doc. Search	
<input type="checkbox"/> Mailing/Int'l Shipping	
<input type="checkbox"/> Foreign Corp File	
<input type="checkbox"/> (1) Crt. Copy(s) <u>1/12/95</u>	
<input checked="" type="checkbox"/> <u>1/12/95</u> Copy	
<input type="checkbox"/> Art. of Amend. File	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> C U S. _____	1,000.00 14091831
<input type="checkbox"/> Fictitious Name File	02/20/95-01028-005
<input type="checkbox"/> Name Reservation	****70.00 ****70.00
<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.....	5
DISBURSED.....	2
SURCHARGE.....	3
TAX on corporate supplies.....	4
SUBTOTAL.....	12
PREPAID.....	5
BALANCE DUE.....	3
	5

5 FEB 20 1995 10
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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
BARSTOOL DEPOT, INC.

FILED
02 FEB 20 AM 10:19
SECRETARY OF STATE
FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation is: BARSTOOL DEPOT, INC. The principle address of the corporation is: 31B Southport Lane, Boynton Beach, Florida 33436.

ARTICLE TWO

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

This corporation is authorized to issue 200 shares of No Par Value Common Stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE FIVE

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE SIX

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE SEVEN

The street address and mailing address of the initial principal registered office is: 31B Southport Lane, Boynton Beach, Florida 33436 and the name of its initial registered agent of this corporation is: Marcia Banis.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Marcia Banis
Marcia Banis

ARTICLE EIGHT

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the

shareholders. The name and address of the initial director of this corporation is:

Name	Mailing Address
Marcia Banis	31B Southport Lane, Boynton Beach, Florida 33436
Miriam Nussbaum	950 Lavers Cir., Apt. F-403, Delray Beach, FL 33444

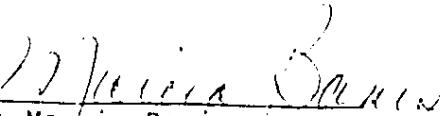
ARTICLE NINE

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE TEN

The name and address of the incorporator for this corporation is:

Marcia Banis
31B Southport Lane
Boynton Beach, Florida 33436


Incorporator: Marcia Banis

ARTICLE ELEVEN

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so

interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested amy be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE TWELVE

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of February, 1995.

Marcia Banis
Marcia Banis