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* Admitted to the Florida Bar
* Admitted to the U.S. District Court for the Southern District of Florida
* Admitted to the U.S. District Court for the Middle District of Florida

MEMBER OF THE FLORIDA BAR ASSOCIATION

950000146659

February 17, 1995

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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RE: Douglass Capital Connections, Inc.

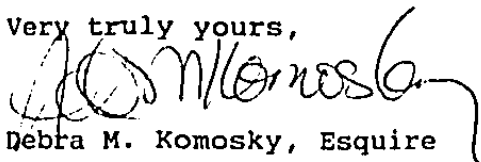
Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and the Designation and Acceptance of Registered Agent to be filed for incorporation of Douglass Capital Connections, Inc. Please also find enclosed our office check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to me in the self-addressed, stamped envelope provided for your convenience.

Thank you for your assistance in this matter. If you should have any questions or concerns, please do not hesitate to contact me.

Very truly yours,


Debra M. Komosky, Esquire

DMK/jmk
Enclosures
cc: Client

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DIVISION OF CORPORATIONS
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KAN 3-1

ARTICLES OF INCORPORATION

OF

DOUGLASS CAPITAL CONNECTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB 27 AM 9:28

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is DOUGLASS CAPITAL CONNECTIONS, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the Corporation is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the Corporation is authorized to issue is Twenty Thousand (20,000) shares, divided into two classes. The designation of each class, the number of shares of each class, and the par value or no par value of the shares of each class are as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
COMMON VOTING	10,000	\$1.00
COMMON NON-VOTING	10,000	\$1.00

In the event of any involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of the Common Voting Shares, the holders of the Common Non-Voting Shares shall be entitled to be paid in full no less than the cost of the original acquisition of their shares plus any accrued but unpaid dividends which may have been determined by the Board of Directors.

Except as otherwise provided in these Articles or by Law, the holders of the Common Voting Shares shall have the exclusive voting rights and powers, including the exclusive right to notice of shareholders' meetings.

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder within their ownership class of stock of the corporation shall have the right to purchase, subscribe, or receive a right or rights to purchase or subscribe for, at fair market value thereof, a prorata share (as nearly as can be done without issuance of fractional shares) of:

1. Any stock within their ownership class that the corporation may issue or sell, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor performed, personal property, or real property, or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation, or which is attached or pertinent to any warrant or

other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock.

ARTICLE VI

TRANSFER RESTRICTIONS

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of shares in their ownership class of stock in the following manner:

1. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price, terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within thirty (30) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase all of the shares so offered at the expiration of the twenty day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders of record a copy of the notice given by the shareholder to the secretary. Such notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within ten (10) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms and conditions stated in the notice. Each such offer shall be accompanied by the purchase price therefore with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be

sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase in excess of those to which they are entitled under such apportionment.

4. If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the secretary of the corporation.

5. Nothing contained in this Article shall restrict the shareholder from transferring shares to immediate family members (spouses, parents, and children only), or to any corporation in which the shareholder or shareholders immediate family members own and maintain a majority interest.

Each share certificate issued shall bear the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation, which copy of said Articles may be obtained from the corporation's office."

ARTICLE VII

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 888 Executive Center Drive West, Suite 100, St. Petersburg, Florida, 33702. The name of the initial Registered Agent of the corporation is DANIEL D. DOUGLASS, located at 888

Executive Center Drive West, Suite 100, St. Petersburg, Florida,
33702.

ARTICLE VIII

DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors; provided, however, the shareholders may, by majority vote based on the shares outstanding, create a Board of Directors, with a Board of not less than three (3) and no more than seven (7) members.

ARTICLE IX

INCORPORATORS

The name and address of the incorporator is:

NAME

DANIEL D. DOUGLASS

ADDRESS

888 Executive Center Drive West
Suite 100
St. Petersburg, FL 33702

ARTICLE X

BY-LAWS

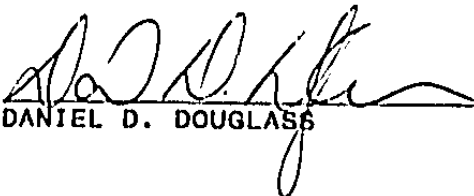
The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Shareholders.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have subscribed my name this 9 day
of ~~January~~ ^{FEBRUARY}, 1995.



DANIEL D. DOUGLASS

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared
DANIEL D. DOUGLASS, at the time of notarization, who did take an
oath and who is personally known to me, or who produced
Florida driver license as identification, executed the foregoing for
the purposes therein contained.

9 WITNESS my hand and official seal in said County and State the
day of ~~January~~ ^{FEBRUARY}, 1995.


(Notary - Sign Above and Print Name
Here: Sheila Sefick)
Notary Public

My Commission Expires: June 2 1998
My Commission Number: 03378269



STATE OF FLORIDA

DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED AND NAMES AND ADDRESSES OF THE CORPORATION.

The following is submitted in compliance
with Chapter 48.091, Florida Statutes

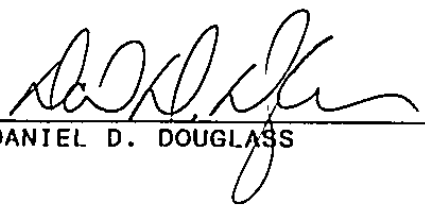
DOUGLASS CAPITAL CONNECTIONS, INC., a Corporation, organized
under the laws of the State of Florida, with its principal office
at 888 Executive Center Drive West, Suite 100, St. Petersburg,
Florida, 33702, and its mailing address being the same, has named
DANIEL D. DOUGLASS, located at 888 Executive Center Drive West,
Suite 100, St. Petersburg, Florida, 33702, with his residence being
the same, as its agent to accept service of process within the
State.

OFFICERS:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
DANIEL D. DOUGLASS	888 Executive Center Dr. W. Suite 100 St. Petersburg, FL 33702	President/ Treasurer/ Secretary

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to
keep the office open during prescribed hours, to post my name in
some conspicuous place in the office, as required by law.



DANIEL D. DOUGLASS

THOMAS F. COX
BARRY L. GREENE **
LARRY L. DILLAHUNTY
DERRA V. MALLER **

* Admitted in Florida and the District of Columbia
Court Certified Mediators

** Admitted in Hawaii and District of Columbia

GREENE, COX & DILLAHUNTY

Attorneys at Law

A Partnership of Professional Associations

248 First Avenue North
St. Petersburg, FL 33701
(813) 822-1156 or (813) 896-2691
Fax (813) 822-1499

December 11, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

A950000/6659

Re: Articles of Amendment for Douglass Capital Connections, Inc.

To Whom It May Concern:

Please be advised that I represent Douglass Capital Connections, Inc. Enclosed please find the original signed Articles of Amendment of Douglass Capital Connections, Inc., changing the Corporate name from Douglass Capital Connections, Inc. to Douglass Capital Corporation. Also enclosed you will find the original signed Written Consent to Amendment of Articles of Incorporation along with my trust account check in the amount of \$93.50 payable to the Secretary of State for filing of the Articles of Amendment and for a certified copy of the Amendment.

I would appreciate your having the Articles of Amendment filed with your office immediately and forwarding a certified copy of the same to my address as shown above.

Thank you for your courtesy and attention in this matter. Should you have any questions or concerns, please do not hesitate to contact me

Sincerely yours,

GREENE, COX & DILLAHUNTY

Larry L. Dillahunty, Esquire

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LLD/ch
Enclosure(s)

FILED
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DIVISION OF CORPORATIONS
95 DEC 14 PM 1:41

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT

OF

DOUGLASS CAPITAL CONNECTIONS, INC.

Pursuant to Section 607.1006, Florida Statute, the Articles of Incorporation of the above-named Corporation, DOUGLASS CAPITAL CONNECTIONS, INC., a Florida Corporation, are hereby amended, pursuant to Corporate Resolution, as follows:

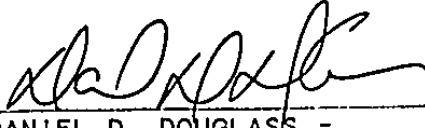
To amend the following Article:

NAME


The Corporate name shall be changed from DOUGLASS CAPITAL CONNECTIONS, INC. to DOUGLASS CAPITAL CORPORATION, a Florida Corporation.

Pursuant to Florida Statute, and as the Corporation is Shareholder run, the foregoing amendments to the Articles of Incorporation of DOUGLASS CAPITAL CONNECTIONS, INC. have been approved and adopted by the unanimous consent of the Shareholders of said Corporation on or about the 4 day of December, 1995, a copy of the consent of the Shareholders being attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 28 day of November, 1995, and by execution of the same, confirms the above amendments.



DANIEL D. DOUGLASS -
President



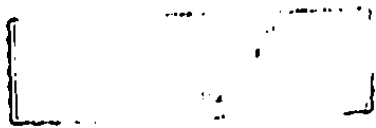
DANIEL D. DOUGLASS
Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared DANIEL D. DOUGLASS, as President and Secretary of DOUGLASS CAPITAL CONNECTIONS, INC., to me personally known, or who produced identification, to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of November, 1995



Kelly Keo

Notary Public / State of Florida
Printed Name:

My Commission Expires:
My Commission Number:




WRITTEN CONSENT TO AMENDMENT OF
ARTICLES OF INCORPORATION OF
DOUGLASS CAPITAL CONNECTIONS, INC.

THE UNDERSIGNED, DANIEL D. DOUGLASS, being the President and Secretary, of DOUGLASS CAPITAL CONNECTIONS, INC., a Florida Corporation, does hereby consent to the amendment of the Articles of Incorporation of DOUGLASS CAPITAL CONNECTIONS, INC., to amend the following Article:

NAME

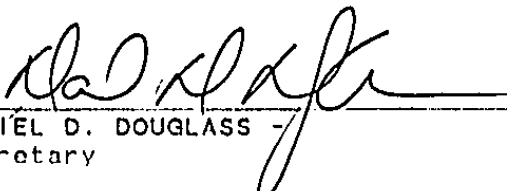
The Corporate name shall be changed from DOUGLASS CAPITAL CONNECTIONS, INC. to DOUGLASS CAPITAL CORPORATION, a Florida Corporation.

DATED this 28 day of November, 1995.



DANIEL D. DOUGLASS -
President

(Corporate Seal)



DANIEL D. DOUGLASS -
Secretary