

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 \$ _____

MAR 2 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME _____ CK No. _____

BY *[Signature]*

WALK-IN Will Pick Up *23 1:00*

of No 51437
 RE: *Kim Clifton, err*

C.C. FEE. DISBURSED

7139
 Vital Events
 Art of In. File
 Corp. Record Search
 Let Partnership Info
 orship Corp. Info
 () Cert Copy(s)

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

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

ARTICLES2tmw

ARTICLES OF INCORPORATION
OF
KIM CLIFTON INC.

FILED
95 MAR -2 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under Chapter 607 of the Florida Statutes, as amended.

ARTICLE I - NAME

The name of this corporation shall be:
Kim Clifton Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation is:

c/o David A. King, Attorney
1416 Kingsley Avenue
Orange Park, FL 32073

ARTICLE III - DURATION

The corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the following purpose:

The transaction of any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes §607.0302, et. seq., as amended, and the doing of all lawful things related thereto.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One and NO/100 Dollars (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the corporation's minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors,

to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this corporation is:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, FL 32073

ARTICLE VII - 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 but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. Any and all additional powers and duties conferred to or imposed upon the board of directors, shall be by resolution of the shareholders.

The name and address of the initial director is:

Kimberly R. Clifton
5715 Cisco Drive West
Jacksonville, FL 32219

ARTICLE VIII - RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE IX - INDEMNIFICATION

The corporation may indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X - AMENDMENT

The shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote

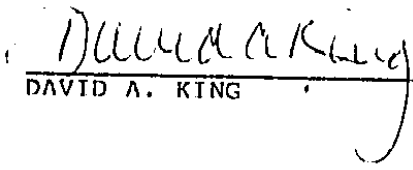
of the voting stock of the corporation that is present,
at any regular meeting of the shareholders or at any special
meeting of the shareholders called for that purpose.
These Articles of Incorporation may be amended without
a meeting as provided for in the Bylaws.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these
Articles of Incorporation is:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator
has executed these Articles of Incorporation, this 24th
day of February, 1995.



DAVID A. KING

FILED

CERTIFICATE OF ACCEPTANCE OF REGISTERED

05 MAR -2 AM 9:54
AGENT

SECRETARY OF STATE
FLORIDA

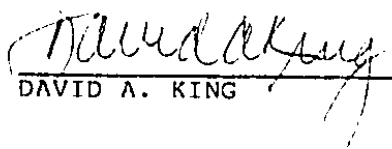
Pursuant to Section 48.091 and Section 607.0501,
Florida Statutes, the following is submitted:

Kim Clifton Inc., desiring to organize under the
laws of the State of Florida, with its principal office
as indicated in the Articles of Incorporation in the State
of Florida, has named as its agent to accept service of
process within this State:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, FL 32073

ACKNOWLEDGEMENT:

Having been named as Registered Agent 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 agree to comply with the provisions
of said Act.



DAVID A. KING