

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 7 1995

BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK

WALK-IN Will Pick Up 3:00 11:00

RE: U.S.P.-L.C. Corp.

95

C.C. FEE.

DISBURSED

General Corp. File
Art. of Amend. File
Corp. Record Search
Partnership File
Foreign Corp. File
() Cert. Copy(s)

Art. of Amend. File
Dissolution/Withdrawal
C U S
Fictitious Name File

Name Reservation
Annual Report/Restatement
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

FILED
95 MAR -7 AM 9: 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

U.S.P.I.C., CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be:

U.S.P.I.C., CORP.

The address of the principal office of this corporation shall be:

600 Fairway Drive, Suite 210

Deerfield Beach, Florida

ARTICLE II

PURPOSE AND POWERS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the state of Florida or any other state, county, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, \$.01 par value per share.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The name of the initial director of this corporation is:

ISADORE ROTH

ARTICLE V

REGISTERED AGENT

The name and street address of the initial registered agent of the corporation shall be:

JEFFREY G. KLEIN

SUITE 270

2600 NORTH MILITARY TRAIL,

BOCA RATON, FLORIDA 33431

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

**JEFFREY G. KLEIN, ESQUIRE
SUITE 270
2600 NORTH MILITARY TRAIL.
BOCA RATON, FLORIDA 33431**

IN WITNESS WHEREOF, I have made and subscribed these

Articles of Incorporation this 25 day of March, 1995



JEFFREY G. KLEIN, INCORPORATOR

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

FILED
95 MAR -7 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JEFFREY G. KLEIN, having been designated as the Registered Agent in the above ARTICLES OF INCORPORATION, is familiar with and accepts the obligations of the position of Registered agent under Section 607.0505, Florida Statutes.


JEFFREY G. KLEIN, REGISTERED AGENT

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To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

name
D.K.
per
Lyn Turkeycorrected spelling
of "States"
per David

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/8		
TIME	9:30		CK No. _____
BY	JD		

WALK-IN
Will Pick Up _____RE: U.S.P.I.C. Corp No 52813

P95000018281

Capital Exp.	Art. of Inc. File	Corp. Record Search	Ltd. Partnership File	Foreign Corp. File	() Gen. Copy(s)	Photo	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 Prep.	FAX ()	pgs.

DISBURSED
00000188060
-07/08/96--01030--129
*****35.00 *****35.00

96 JUL -8 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 JUL -17 AM 9:38
DIRECTOR OF CORPORATION

SUBTOTALS

FEE.....	
DISBURSED.....	7/8
SURCHARGE.....	
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
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Past 30 Days, 18% per Annum.THANK YOU
from
Your Capital Connection

**CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
U.S.P.I.C. CORP.**

FILED
96 JUL -8 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being the President of, U.S.P.I.C. CORP.(the "Company") and being duly authorized by the Board of Directors hereby certifies that:

FIRST: The name of the corporation is hereby changed to United States Private Investigation Consulting Corporation.

SECOND: The number os shares which tne corporation shall be authorized to issue shall be 10,000,000 shares of common stock, \$.001 par value.

THIRD: The foregoing amendment was authorized and adopted by resolution of the Board of Directors and approved by the shareholders owning a majority of the issued and outstanding shares of stock of the Company pursuant to a written consent of the shareholders in lieu of a meeting on June 1, 1996. The number of votes cast by the shareholders was sufficient for approval.

THIRD: The effective date of this Certificate of Amendment to the Articles of Incorporation shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF the undersigned have submitted these Certificate of Amendment to the Articles of Incorporation and affirm the same as true under penalties of perjury this ___ day of

June, 1996.



Jack Daley