

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 _____
One Day Service _____Regular _____
Two Day Service _____

To us via _____

Return via _____

Matter No. _____

Express Mail No _____

State Fee \$ _____

Our \$ _____

RE: _____

Florida Peacock
Guide Service, Inc

C.C. FEE.

DISBURSED

Capital Entries*

Art. of Inc. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

1 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 Prep

FAX () pgs

600001428876
-03/13/95--01063--017
****490.00 ****122.50FILED
MAR 13 PM 1:00
SECRETARY OF STATE**SUBTOTALS**

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

\$

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____

CK No. _____

BY AAKWALK-IN - 3-13-95
Will Pick Up

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
FLORIDA PEACOCK GUIDE SERVICE, INC.**

FILED
95 MAR 13 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the
Florida Business Corporation Act, hereby adopts the following Articles of
Incorporation.

ARTICLE I

The name of the corporation shall be Florida Peacock Guide Service , Inc..

ARTICLE II

The principle place of business and mailing address of this corporation shall be 1604
N. Park Road, Hollywood, Fl 33021.

ARTICLE III

The number of shares of stock that this corporation is authorized to have
outstanding at any one time is five hundred shares at \$1.00 par value.

ARTICLE IV

Pursuant to 607.034, Florida Statutes, the registered office of this corporation in the state of Florida shall be 516 W. Oakland Park Blvd., Fort Lauderdale, FL 33311, and the Registered agent in the state of Florida shall be Brian K. Boggs.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders.

ARTICLE VII

The names and post office addresses of the first Board of Directors, President and Vice President are :

NAME -----	ADDRESSES -----	OFFICE -----
ALAN ZAREMBA	1604 N Park Road Hollywood, FL 33021	Director and President
CATHY ZAREMBA	1604 N Park Road Hollywood, FL 33021	Director and V-P

ARTICLE VIII

The names and post office addresses of the subscribers of these Articles of Incorporation , the number of shares of stock each agrees to take and the value of consideration is :

NAME	ADDRESS	NO OF SHARES	AMOUNT
-----	-----	-----	-----
ALAN ZAREMBA	1604 N Park Road Hollywood, Fl 33021	500	\$500.00

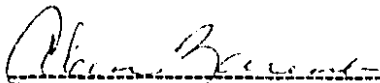
In accordance with Florida Statute 607.77, it is expressly provided herein that the shareholders of this corporation shall have preemptive rights in any new stock of the same kind, class or series as that they already hold and they shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others, which price, in the case of par value shares, may be in excess of par.

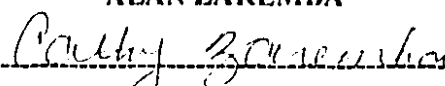
ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by the unanimous vote of the stockholders entitled to vote thereon.

ARTICLE X

Pursuant to Fla. Stat. 607.097(4), at all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected , and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.



ALAN ZAREMBA


CATHY ZAREMBA

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this State and County named above to take acknowledgements, personally appeared ALAN ZAREMBA AND CATHY ZAREMBA, to me known to be the persons described as the subscribers in, and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal this _____
,1995.

day of _____



OFFICIAL SEAL
ROBBIN BICKMORE
My Commission Expires
Jan. 7, 1997
Comm. No. CC 251246

NOTARY PUBLIC

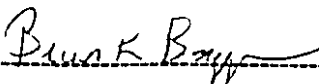
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That FLORIDA PEACOCK GUIDE SERVICE, 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 City of Fort Lauderdale, Broward County, State of Florida,
has named Brian K. Boggs, located at 516 W. Oakland Park Boulevard, Fort
Lauderdale, Florida, as its Registered Agent to accept service of process within the
State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at
the place designated in this certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to keeping open said office.



BRIAN K. BOGGS
Registered Agent

FILED
MAR 13 PM 4:00
SECRETARY OF STATE
FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, personally appeared BRIAN K. BOGGS , to me well known to me to be the person described in and who executed the foregoing instrument , and he acknowledged before me that he executed the same instrument as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

WITNESS my hand and seal this _____
,1995.

8th day of

March, 1995

[Signature]

NOTARY PUBLIC



OFFICIAL SEAL
ROBBIN BICKART
My Commission :
Jan. 7, 1997
Comm. No. CC 25...