

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 \$ _____

95 APR 19 PM 12:07

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *AAK* _____

WALK-IN
 Will Pick Up *4-19-1200*

RE: Highland Properties,
Incorporated

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File	10000145997.1	
	-04/19/95--01014--017	
<input type="checkbox"/> Name Reservation	****122.50	****122.50
<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.....	\$
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

ARTICLES OF INCORPORATION
OF
HIGHLAND PROPERTIES, INCORPORATED

FILED

95 APR 19 PM 12:07

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is HIGHLAND PROPERTIES, INCORPORATED.

ARTICLE II - PURPOSE

The purpose of this corporation shall be to engage in any lawful business or purpose whatever for which corporations may be organized under the Florida Corporation Law of the Florida Statutes as made and amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not to be less than One Thousand and No/100ths Dollars (\$1,000.00).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial principal place of business of this corporation in the State of Florida is 3302 Alt 19 N., Palm Harbor, Florida 34683, having a post office address of the same.

ARTICLE VII - DIRECTORS

The corporation shall have not less than two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1). Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors at a meeting so called for that purpose, which newly elected Directors shall serve the remaining unexpired term. A majority of Directors, present at any Directors' meeting, shall constitute a quorum.

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
PAUL J. WIKLE	3302 Alt 19 N Palm Harbor, Florida 34683
RAYMOND VARNER	P. O. Box 643 Tarpon Springs, Florida 34688
ANTHONY B. LEISNER	3302 Alt 19 N Palm Harbor, Florida 34683

ARTICLE IX - SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATIONS</u>
PAUL J. WIKLE	3302 Alt 19 N Palm Harbor, Fl	25	\$250.00
RAYMOND VARNER	P. O. Box 643 Tarpon Springs, Fl	50	\$500.00
ANTHONY B. LEISNER	3302 Alt 19 N	25	\$250.00


ARTICLE X - AMENDMENT

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 a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - RESIDENT AGENT

The Resident Agent for service of process shall be DAVID J. WOLLINKA, whose address is 2312 U.S. Highway 19, Holiday, Florida 34690.

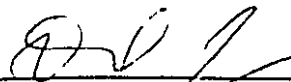
IN WITNESS WHEREOF we have hereunto set our hands and seals and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 17th day of April, 1995.

 (SEAL)
PAUL J. WIKLE

 (SEAL)
RAYMOND VARNER

 (SEAL)
ANTHONY B. LEISNER


I hereby accept the designation for Resident Agent.


DAVID J. WOLLINKA

STATE OF FLORIDA)
COUNTY OF Pinellas) ss.

I hereby certify that on this day before me, a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared PAUL J. WIKLE and RAYMOND VARNER and ANTHONY B. LEISNER who are personally known to me or who have produced _____ as identification, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 17th day of April, 1995.


Notary Public
Name:
Commission No.:
My Commission Expires:



MELODY S. WILLIAMS
My Commission CC348320
Expires Feb. 03, 1998
Bonded by HAI
800-422 1555