

P950000 42964

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 \$ _____

Sharon Z GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art Six
DATE 6-2-95
DOC. EXAM BS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -2 PM 2:14

dB 6/2/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____
BY SKW CK No. _____

WALK-IN Will Pick Up 6-2 2:00

RE: Pacific Rim
Holdings, Inc.

DIVISION OF CORPORATIONS C.C. FEE. DISBURSED

<input checked="" type="checkbox"/>	Capital Express™		
<input type="checkbox"/>	Art. of Inc. Filing		
<input type="checkbox"/>	Corp. Record Search		
<input type="checkbox"/>	Ltd. Partnership Filing		
<input checked="" type="checkbox"/>	Foreign Corp. Filing		
<input type="checkbox"/>	() Cert. Copy(s)		
<input type="checkbox"/>	Art. of Amend. Filing		
<input type="checkbox"/>	Dissolution/Withdrawal		
<input type="checkbox"/>	C U S-		
<input type="checkbox"/>	Fictitious Name Filing		
<input type="checkbox"/>	Name Reservation		
<input type="checkbox"/>	Annual Report/Reinstatement		
<input type="checkbox"/>	Reg. Agent Service		
<input type="checkbox"/>	Document Filing		
<input type="checkbox"/>	Corporate Kit	1 00881504731	
<input type="checkbox"/>	Vehicle Search	-06, 12/95-01030-016	
<input type="checkbox"/>	Driving Record	****122.0 ****122.50	
<input type="checkbox"/>	Document Retrieval		
<input type="checkbox"/>	UCC 1 or 3 Filing		
<input type="checkbox"/>	UCC 11 Search		
<input type="checkbox"/>	UCC 11 Retrieval	1 00881504731	
<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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN -2 PM 2:14

ARTICLES OF INCORPORATION
OF
PACIFIC RIM HOLDINGS, INC.

The undersigned subscribers, being natural persons to contract, and for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation shall be PACIFIC RIM HOLDINGS, INC.

ARTICLE TWO

This corporation shall have a perpetual existence unless sooner dissolved according to law, and shall commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in the business of international trade and investments, the participation in international joint ventures, consulting and any and all subsidiary, necessary, ancillary, or convenient activities for the purposes of carrying out and effecting the objectives of the corporation, and in respect thereto, and to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States of America.

ARTICLE FOUR

This corporation is authorized to issue One Million (1,000,000) shares of stock at no par value per share which shall be designated "Common Stock".

ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchased his pro rata share thereof (as nearly as may be done without the issuance of fractional shares), at the price at which it is offered to others.

ARTICLE SIX

The street address of the initial registered office of this corporation is 2780 B Park Drive, Clearwater, Florida, 34623, and the name of the initial registered agent of this corporation is Michael J. McKinney, whose office and mailing address is the same as the initial registered office address. *Principal address*

ARTICLE SEVEN

The corporation will have Three (3) directors initially. The number of directors may be increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Michael J. McKinney
2780 B Park Drive
Clearwater, Florida 34623

Derek P. Maras
5917 South Atlanta
Tulsa, Oklahoma 74105

Zahir Dhunjibhoy
Flat 14, 31 Kensington Court
London W85BH, England

ARTICLE EIGHT

The names and street addresses of the initial officers of this corporation, who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until their respective successors are elected and have qualified are:

NAME AND OFFICE	ADDRESS
Michael J. McKinney President, Treasurer	2780 B Park Drive Clearwater, Florida 34623
Zahir Dhunjibhoy Executive Vice President, Asst. Treasurer	Flat 14, 31 Kensington Court London, W85BH, England
Derek P. Maras Vice-President, Secretary	5917 South Atlanta Tulsa, Oklahoma 74105

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law.

ARTICLE TEN

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.


ARTICLE THIRTEEN

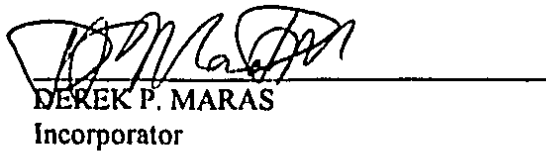
The names of the persons signing these Articles of Incorporation as incorporators are:

Michael J. McKinney
2780 B Park Drive
Clearwater, Florida 34623

Derek P. Maras
5917 South Atlanta
Tulsa, Oklahoma 74105

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation
in duplicate on this 21st day of March, 1995.


MICHAEL J. MCKINNEY
Incorporator

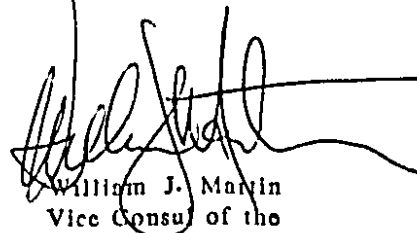

DEREK P. MARAS
Incorporator

STATE OF GEORGIA
COUNTY OF DEKALB

REPUBLIC OF INDONESIA
CITY OF JAKARTA
EMBASSY OF THE UNITED STATES
OF AMERICA } SS:

BEFORE ME, personally appeared Michael J. McKinney and Derek P. Maras, to me known, and well known to me to be the persons described in and who have executed the foregoing Articles of Incorporation, and they have acknowledged before me that they executed the same for the uses and purposes therein expressed.

MAR 23 1995


William J. Martin
Vice Consul of the
United States of America

STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT OF
REGISTERED AGENT AND DESIGNATION OF REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN -2 PM 2:14

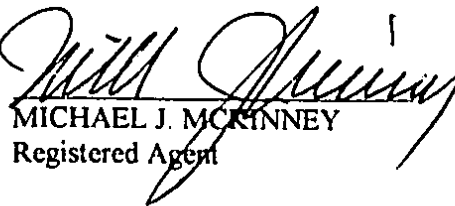
Pursuant to Section 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Act.

First, PACIFIC RIM HOLDINGS, INC. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, at the City of Clearwater, County of Pinellas, State of Florida, has named Michael J. McKinney, whose address is 2780 B Park Drive, Clearwater, County of Pinellas, State of Florida, as its Registered Agent.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept the appointment to act as registered agent and agree to comply with the above-referenced act.

BY:


MICHAEL J. MCKINNEY
Registered Agent