

P95000049925

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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 27 AM 11:28

6/27/95

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

WALK-IN
Will Pick Up 6:27 12pm

RE: Aspen Ventures, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" 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 checked="" type="checkbox"/> () Cert. Copy(s)		
100001524051		
<input type="checkbox"/> Art. of Amend. Filing	-06/27/95--01001--020	
<input type="checkbox"/> Dissolution/Withdrawal	****122.50	****122.50
<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		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<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		
<input type="checkbox"/> Filing 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.....

95
JUN 27 AM 10:03
DIVISION OF CORPORATIONS

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
ASPEN VENTURES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 27 AM 11:28

ARTICLE I - NAME

The name of this corporation is ASPEN VENTURES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

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 purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 25 Walter Martin Road, Fort Walton Beach, FL 32548, and the name and address of the initial registered agent of this corporation is James W. Grimsley, 25 Walter Martin Road, Fort Walton Beach, FL 32548.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation is:

James W. Grimsley
25 Walter Martin Road
Fort Walton Beach, FL 32548

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

James W. Grimsley
25 Walter Martin Road
Fort Walton Beach, FL 32548

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SHARES OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

James W. Grimsley	500 Shares
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ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or directors to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

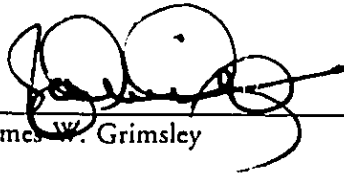
ARTICLE XIII - RESTRICTION OF TRANSFERABILITY OF STOCK

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

ARTICLE XIV - TAX ARTICLE

It is the intention of this charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 21st day of June, 1995.


James W. Grimsley

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES W. GRIMSLEY, who is

X personally known to me, or who
produced a Florida Driver's License as identification,

being first duly sworn, acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 21st day of June, 1995.

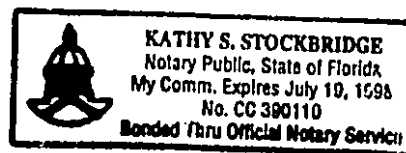
Kathy S. Stockbridge

Notary Public

Typed name:

Commission no. _____

My commission expires:



Prepared by
James W. Grimsley
Smith, Grimsley, Bauman, Pinkerton,
Petermann, Saxer & Wells
P. O. Box 2379
Fort Walton Beach, FL 32549

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

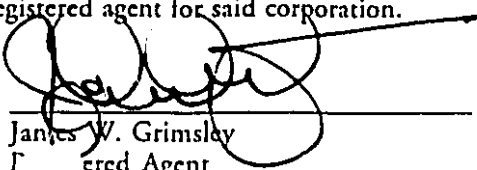
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

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

That ASPEN VENTURES, INC., a corporation duly organized and existing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Fort Walton Beach, Florida, has named James W. Grimsley, 25 Walter Martin Road, Fort Walton Beach, FL 32548, as its agent to accept service of process for the above-named corporation at the place designated in this Certificate.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


James W. Grimsley
Registered Agent

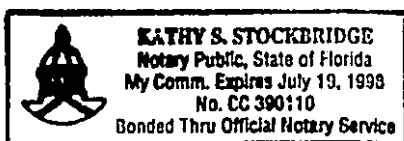
STATE OF FLORIDA
COUNTY OF OKALOOSA

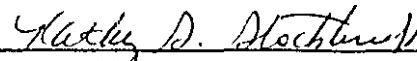
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X personally known to me, or who
produced a Florida Driver's License as identification,

being first duly sworn, acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 21st day of June, 1995.




Notary Public
Typed name:
Commission no. _____
My commission expires: