

P95000065861

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10319, 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 \$ _____

FILED
 CLERK OF STATE
 TALLAHASSEE, FL
 95 AUG 25 AM 10:44

RE: Dream Chaser
Express, Inc.

	C.C. FEE.	DISBURSED
<input checked="" 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 checked="" type="checkbox"/> Foreign Corp. File		
<input 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		
<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 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		

500001561495
 -08/25/95--01027--006
 ***122.50 ***122.50

28/25/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>PAK</u>	_____	_____	_____

WALK-IN Will Pick Up 825 1100

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

STONE & GERKEN, P.A.
ATTORNEYS AT LAW
4650 N. HIGHWAY 19A
MT. DORA, FLORIDA 32757
904/357-0330
FAX 904/357-2474

LEWIS W. STONE
SCOTT A. GERKEN

MAILING ADDRESS:
POST OFFICE DRAWER 2048
EUSTIS, FLORIDA 32727-2048

August 23, 1995

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Post Office Box 6327
Tallahassee, FL 32301

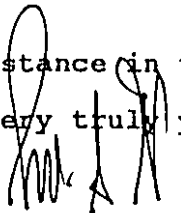
Re: Dream Chaser Express, Inc.

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is a check in the amount of \$122.50 which represents your filing fee for the Articles of Incorporation, Designation of and Acceptance by Registered Agent and certified copy of Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,


Scott A. Gerken

SAG:cck
Enclosures

ARTICLES OF INCORPORATION
OF
DREAM CHASER EXPRESS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR 25 AM 10:44

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is DREAM CHASER EXPRESS, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the corporation is organized is to transact any or all lawful business and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV - STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock, all of which shall be common shares without par value.

Initial issue. One hundred (100) shares of the Capital Stock of the corporation shall be the initial issue.

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Dream Chaser Express, Inc.
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Stated capital. The sum of the issue value of all shares of Capital of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

ARTICLE V - ADDRESS

The initial street address in Florida of the principal office of the corporation is #4 Tavares Road, Mt. Dora, Florida 32757. The mailing address of the corporation is #4 Tavares Road, Mt. Dora, FL 32757.

ARTICLE VI - DIRECTORS

The initial board of directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII - DIRECTORS ADDRESS

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

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NAME	ADDRESS
William E. Foss	#4 Tavares Road Mt. Dora, FL 32757
Joyce Foss	#4 Tavares Road Mt. Dora, FL 32757

ARTICLE VIII - INCORPORATORS

NAME	ADDRESS
William E. Foss	#4 Tavares Road Mt. Dora, FL 32757
Joyce Foss	#4 Tavares Road Mt. Dora, FL 32757

ARTICLE IX - REGISTERED AGENT

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent for the corporation is SCOTT A. GERKEN, 4850 N. Highway 19A, Mt. Dora, FL 32757.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued

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for money (money, or any property or services) from time to time, in addition to that stock authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

ARTICLE XII - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors, that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed these articles of incorporation at Mt. Dora, Florida on the 3rd day of August, 1995.


William E. Foss


Joyce Foss
Incorporators


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STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **WILLIAM E. FOSS** and **JOYCE FOSS**, his wife, who produced Florida Driver's License as identification and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of August, 1995.

 OFFICIAL SEAL
CYNTHIA KENNEDY
My Commission Expires
Sept. 29, 1995
My Commission Expires: Sept. 29, 1995
Commission No: CC 14469

Cynthia Kennedy
NOTARY PUBLIC
Cynthia Kennedy

DESIGNATION OF RESIDENT AGENT

DREAM CHASER EXPRESS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Mt. Dora, County of Lake, State of Florida, has and does by these presents name **SCOTT A. GERKEN**, located at 4850 N. Highway 19A, City of Mt. Dora, County of Lake, State of Florida, as its agent to accept service of process within the State.

William E. Foss (SEAL)
William E. Foss

Joyce Foss (SEAL)
Joyce Foss

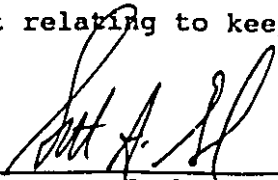
Articles of Incorporation
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

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 provisions of said act relating to keeping open said office.



Scott A. Gerken

(SEAL)