

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 \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

96 JAN - 2 PM 12:36

AL JAN - 2 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE <u>1/2/96</u>			
TIME <u>11:00</u>			CK No. _____
BY <u>CD</u>			

WALK-IN
 Will Pick Up _____

RE: Florida Escrow Services, 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 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		
<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 _____

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

96 JAN -2 PM 12:36

ARTICLES OF INCORPORATION
OF
FLORIDA ESCROW SERVICES, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this corporation is FLORIDA ESCROW SERVICES, INC.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these Articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares all of one class, at \$1.00 par value common stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

The name and address of the initial registered agent and office of this corporation are as follows:

Deena Jeffords
5800 Gulf Blvd.
St. Petersburg Beach, FL 33706

The initial street address of the principal office of the corporation in the State of Florida will be:

5800 Gulf Blvd.
St. Petersburg Beach, FL 33706

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The name and address of the initial director of this corporation is:

Deena Jeffords
5800 Gulf Blvd.
St. Petersburg Beach, FL 33706

ARTICLE VII - INCORPORATORS

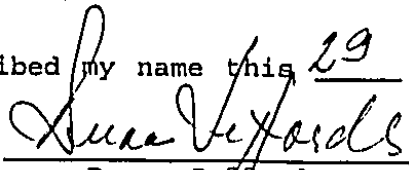
The name and address of the person signing these Articles of Incorporation is:

Deena Jeffords
5800 Gulf Blvd.
St. Petersburg Beach, FL 33706

ARTICLE VIII - OFFICERS

Deena Jeffords	President
Deena Jeffords	Vice-President
Deena Jeffords	Secretary
Deena Jeffords	Treasurer

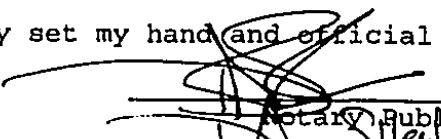
IN WITNESS WHEREOF, I have subscribed my name this 29 day of December, 1995.


Deena Jeffords

STATE OF FLORIDA
COUNTY OF COLLIER

On this 29th day of December, 1995, before me, the undersigned officer, a Notary Public, personally appeared Deena Jeffords, who is personally known to me to be the person whose name is subscribed to the within instrument and he acknowledged that she executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I hereby set my hand and official seal.



(Print Notary Name)
My commission expires:



D. A. SHENKMAN
MY COMMISSION # CG 236506 EXPIRES
November 3, 1996
BONDED THROUGH TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -2 PM 12:36

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the below named corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the corporation is Florida Escrow Services, Inc.
2. The name of the registered agent is:
Deena Jeffords
3. The address of the registered agent is:
5800 Gulf Blvd.
St. Petersburg Beach, FL 33706

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 12/29/95

Deena Jeffords
Deena Jeffords

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 \$ _____

N. HENDRICKS JAN 1 9 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	12:00		CK No.
BY	NC		

WALK-IN 1/19 12:00
 WIN Pick Up

RE: Florida Escrow
Services, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. 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.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

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 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

RESTATED
ARTICLES OF INCORPORATION

OF

FLORIDA ESCROW SERVICES, INC.

FILED
96 JAN 19 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

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Deena Jeffords
5800 Gulf Blvd.
St. Petersburg Beach, FL 33706

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Deena Jeffords
5800 Gulf Blvd.
St. Petersburg Beach, FL 33706

ARTICLE VIII - OFFICERS

Deena Jeffords	President
Cheryl J. Sartin	Vice-President
Deena Jeffords	Secretary
Deena Jeffords	Treasurer

IN WITNESS WHEREOF, I have subscribed my name this 16TH day of January, 1996.

Deena Jeffords
Deena Jeffords

STATE OF FLORIDA
COUNTY OF COLLIER

On this 16TH day of January, 1996 before me, the undersigned officer, a Notary Public, personally appeared Deena Jeffords, who is personally known to me to be the person whose name is subscribed to the within instrument and he acknowledged that she executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I hereby set my hand and official seal.



ROMELLE GOOLSBY
COMMISSION # CC482910
EXPIRES JULY 23, 1999

Romelle Goolsby
Notary Public
Romelle Goolsby
(Print Notary Name)
My commission expires: