

P960000004249

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10149, 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 Fax \$ _____ Our \$ _____

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RE: H.E. Ellis, Jr. P.A.

	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 type="checkbox"/> Foreign Corp. Filing		
<input checked="" 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		
<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"/> 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.		

601001-1588-7015
 01/12/96 01000-011
 ***122.50 ***122.50

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 DIVISION OF REGISTRATION

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

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	11/12/96		
TIME	1:50		
BY	CD		
		CK No.	

WALK-IN
 Will Pick Up _____

ARTICLES OF INCORPORATION
OF

H. E. ELLIS, JR., P.A.

ARTICLE I.
NAME

The name of this corporation shall be H. E. Ellis, Jr., P.A.

ARTICLE II.
COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the SECRETARY OF THE STATE. This corporation's duration shall be perpetual.

ARTICLE III.
PROFESSIONAL SERVICE CORPORATION

A. License

This corporation is specifically formed for rendering the same professional service to the public that the duly licensed attorney, under the laws of this state, is authorized to render.

B. Powers

The powers of the corporation are to:

1. Have all of the powers stated in the applicable provisions of the Florida Statutes, applicable to this corporation, except to the extent that any of the provisions of the Professional Service Corporation Act are interpreted to be in conflict

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with the provisions of said provisions, in which event, the provisions and sections of the said Professional Service Corporation Act shall take precedence.

2. Request changes in the Certificate of Incorporation at any time pursuant to law.

3. Change the street address in this state of the principal office of the corporation and to establish, from time to time, other locations for corporate operations pursuant to the ByLaws, and without the necessity of amending the Certificate of Incorporation.

4. Invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of its professional services.

5. Purchase and acquire, in accordance with law and the ByLaws, any or all of its shares, owned and held by any person or entity, who desires to sell, transfer, or otherwise dispose of the said shares.

C. Conflict of Interest

Provided due notice is given to this corporation:

1. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in, or is a director or officer of, such other corporation.

2. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.

3. No contract or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any director or officer of this corporation is in any way connected with such person, firm or corporation.

ARTICLE IV. PURPOSE

This corporation is being organized for the purpose of Practice of Law, engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue One Hundred (100) common, no par value shares of common capital stock.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof.

Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one (1) director. The number of directors may be increased or decreased from time to time, as provided in this corporation's ByLaws, but shall never be less than one.

The name and address of the individual who shall serve as a member of the Initial Board of Directors is:

H. E. Ellis, Jr.
769 Whitney Drive
Pensacola, Florida 32503

ARTICLE VIII.
INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX.
PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

902 E. Blount Street
The Kirtz Building
Pensacola, Florida 32503

The name of the individual who shall serve as this corporation's initial registered agent at that address is: H. E. Ellis, Jr.

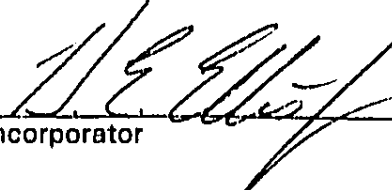
ARTICLE X.
INCORPORATORS

The names and address of the individuals who shall serve as this corporation's incorporators are:


H. E. Ellis, Jr.
769 Whitney Drive
Pensacola, Florida 32503

ARTICLE XI.
AMENDMENT

This corporation reserves the right to amend or repeal any provisions in those Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

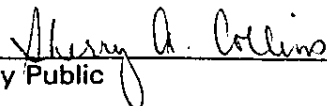

Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of H. E. ELLIS, JR., P.A. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for H. E. ELLIS, JR., P.A.


H. E. Ellis, Jr. - Registered Agent

State of Florida
County of Escambia

I, H. E. Ellis, Jr., designated above as the individual who shall serve as the corporation's initial registered agent, and the individuals, designated above, as the corporation's incorporation, all of whom are personally known to me, or produced a Florida driver's license as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of H. E. ELLIS, JR., P.A.


Notary Public



SHERRY A COLLINS
My Commission CC313086
Expires Sep. 06, 1997
Bonded by HAI
800-422-1555

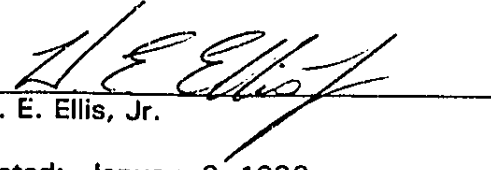
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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DIVISION OF CORPORATIONS
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Pursuant to the provisions of §607.0501, Florida Statutes, the herein named corporation, organized under the laws of the State of Florida, submits the following settlement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **H. E. ELLIS, JR., P.A.**
2. The name and address of the registered agent and office is: **H. E. Ellis, Jr., 902 E. Blount Street, The Kirtz Building, Pensacola, Florida 32503.**

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 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.


H. E. Ellis, Jr.

Dated: January 9, 1996