P96000009225

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

___ of ___

RE: Claudia's Estate, Inc.

FILED
96 JAN 30 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME ______
FIRM ______
ADDRESS ______

PHONE ( ) ______

Service: Top Priority ______ One Day Service Regular ______ Two Day Service

To us via ______ Return via ______

Matter No.: ______ Express Mail No. ______

State Fee $ ______ Our $ ______

		S.O. 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	300001770054 -01/30/96--01042--002	*****122.50 ******122.50
	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 ______

CH 1/30/96

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

RECEIVED
96 JAN 30 AM 10:23
DIVISION OF CORPORATIONS

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	Jen		

WALK-IN
Will Pick Up 1/30 12:00

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

96 JAN 30 AM 11:12

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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

1. NAME: The name of this corporation is CLAUDIA'S REAL ESTATE, INC.

2. DURATION: The period of its duration is perpetual.

3. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. STOCK: The corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one (1) class, at One Dollar ($1.00) par value.

5. INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT: The name and address of the initial registered agent, registered office and principal office of this corporation is as follows:

RON HARTUNG	1415 10th Street East Palmetto, Florida 34221

6. INITIAL BOARD OF DIRECTORS: This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment to the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
CLAUDIA HARTUNG	10315 Golf Course Road Parrish, Florida 34219
JOHN G. ELDREDGE	28 Seaside Court Holmes Beach, Florida 34217
ELIZABETH HICKERSON	3513 Wilderness Blvd. West Bradenton, Florida 34219

7. INCORPORATORS: The names and addresses of the incorporators signing these Articles of Incorporation are:

CLAUDIA HARTUNG	10315 Golf Course Road Parrish, Florida 34219
JOHN G. ELDREDGE	28 Seaside Court Holmes Beach, Florida 34217
ELIZABETH HICKERSON	3513 Wilderness Blvd. West Bradenton, Florida 34219

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

9. INDEMNIFICATION: The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

10. CUMULATIVE VOTING: In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of his shares, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the president or a vice-president of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the By-Laws of the corporation.

11. PREEMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares, and securities convertible into shares, of any class, kind or series of stock in this corporation that may from time to time be issued whether or not presently authorized including shares from the treasury of this corporation, in the ratio that the numbers of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this ______ day of ________________, 1996.

Claudia Hartung

CLAUDIA HARTUNG, Incorporator

John G. Eldredge

JOHN G. ELDREDGE, Incorporator

Elizabeth Hickerson

ELIZABETH HICKERSON, Incorporator

Ron Hartung

RON HARTUNG, Registered Agent

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared CLAUDIA HARTUNG, JOHN G. ELDREDGE, ELIZABETH HICKERSON, and RON HARTUNG, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 29th day of January, 1996.

Notary Public

FILED

96 JAN 30 AM 11:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT
AND ACCEPTANCE OF REGISTERED AGENT

In pursuance of Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of CLAUDIA'S REAL ESTATE, INC., a corporation duly organized and existing under the laws of the State of Florida is:

1415 10th Street East
Palmetto, Florida 34221

2. The Registered Office of this corporation is:

1415 10th Street East
Palmetto, Florida 34221

3. The Registered Agent of this corporation is:

NAME	ADDRESS
RON HARTUNG	1415 10th Street East Palmetto, Florida 34221

Having been named a 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: 1/29/96

Ron Hartung
Registered Agent