

P96000012129

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 No. 52280
RE: Florida P.P. Services

96 FEB -9 PM 1:47

TALLAHASSEE, FLORIDA DISBURSED

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 \$ _____

- Capital Express™
- Art. of Inc. File
- _____ Corp. Record Search
- _____ Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s) photo
- _____ Art. of Amend. File
- _____ Dissolution/Withdrawal
- _____ O U B. 388001-71-1213
- _____ Filioious Name File -02/09/96--01013--015
- _____ 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.

PK 2/9/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	nc		CK No.
BY			

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

RECEIVED
96 FEB -9 AM 11:11
JUNISID
CORPORATION

WALK-IN WITH Pick Up 2/9 11:00

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

ARTICLES OF INCORPORATION

OF

Florida PIP Services, Inc.

FILED
96 FEB -9 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **Florida PIP Services, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1009 East Highway 436, Altamonte Springs, FL 32715.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of \$1.00 per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Nancy F. Alley, Esquire, 1009 East Highway 436, Altamonte Springs, FL 32701

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

Laurie Brooks

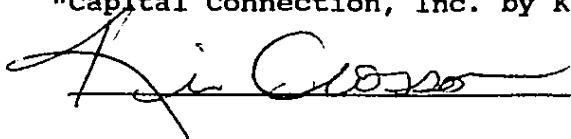
Julie Shea

Mary Wilson

1009 East Highway 436, Altamonte Springs, FL 32715.

The undersigned has executed these Articles of Incorporation this 9th day of February, 1996.

"Capital Connection, Inc. by Kim Crosson, Client Representative"



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

FILED

96 FEB -9 PM 1:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.050 Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

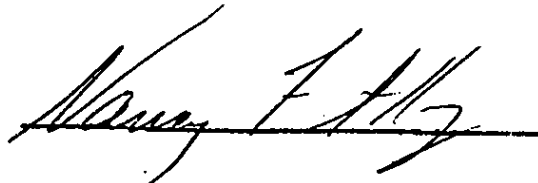
1. The name of the corporation is: Florida PIP Services, Inc.

2. The name and street address of the registered agent and office is: Nancy F. Alley, Esquire

1009 E. Highway 436

Altamonte Springs, FL 32701

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.



CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 100, Tallahassee, FL 32301
 Mailing Address: Post Office Box 10000, Tallahassee, FL 32301
 TOLL FREE No. 1-800-368-0622
 FAX (904) 222-1222

9600012729 No. 5791
 SERVICE: TOP PRIORITY SERVICE

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 \$ _____

*AMEND
 DEB
 5-8*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	<i>nc</i>	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN *5/8 12:00*
 Will Pick Up _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express**		
<input 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 B		
<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		

TALLAHASSEE, FLORIDA
SECRETARY OF STATE
MAY - 8 PM 3:27

00000000000000000000
05/08/96 11:02 AM
*****35.00*****

FEE.....	\$ <i>55</i>
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL	\$ <i>55</i>
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



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

May 8, 1996

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: FLORIDA PIP SERVICES, INC.
Ref. Number: P96000012729

We have received your document for FLORIDA PIP SERVICES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 596A00022454

CORRECTED

RECEIVED
96 MAY -8 PM 3:00
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FLORIDA PIP SERVICES, INC.

(present name)

FILED
MAY 3 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article VI: Initial Board of Directors should be amended as follows:

Mary WILSON should read: Mary Hunter.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: April 25, 1996

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.


[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

(continued)

Signed this 30th day of April, 19, 96.

Florida PIP Services, Inc.
(Corporation Name)

By 
(Chairman or Vice Chairman of the Board of Directors, President or
other officer if adopted by the shareholders)
(A director or incorporator if adopted by the directors or incorporators)

Mary Hunter
(Typed or printed name)

Treasurer
(Title)