

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 \$ _____

PH 3/12/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE <u>3/11</u>			
TIME <u>10:00</u>			CK No. _____
BY <u>JD</u>			

WALK-IN
 Will Pick Up _____

RE: Avenue 2, FILED No 52504

96 MAR 12 AM 10:44

SECRET. CO. FEES STAMPED
 TALLAHASSEE, FLORIDA

<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 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 Alt	_____	_____
<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

(SAMPLE LETTER OF TRANSMITTAL)

Date _____

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Avenue 2 _____, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Robert H. Hain
(individual's name)

Avenue 2, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
2810 E OAKLAND PK Bldg.		
Suite 308		
FT LAUDERDALE, FL 33306.		
PHONE		
(954) 561-1226		
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

Avenue 2 of INC
(name of corporation)

FILED

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

96 MAR 12 AM 10:44
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Avenue 2, INC

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five hundred shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Robert Stein</u>		
ADDRESS	<u>2810 E OAKLAND PK BLVD. Suite 308</u>		
CITY	<u>FT Lauderdale</u>	FLORIDA	ZIP <u>33306</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Avenue 2, INC.</u>		
ADDRESS	<u>5020 TAMiami TRAIL N Suite 200</u>		
CITY	<u>NAPLES</u>	FLORIDA	ZIP <u>33940</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

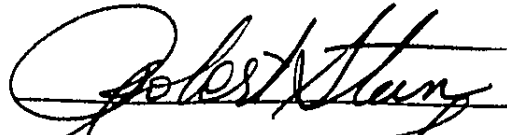
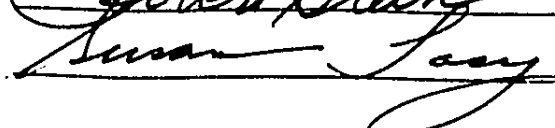
NAME	<u>Robert Stein</u>		
ADDRESS	<u>2452 NW 26th Circle</u>		
CITY	<u>BOCA RATON</u>	STATE <u>FL</u>	ZIP <u>33431</u>
NAME	<u>Susan Lacy</u>		
ADDRESS	<u>1421 S. Ocean Blvd APT 301.</u>		
CITY	<u>POMPANO</u>	STATE <u>FL</u>	ZIP <u>33062</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Robert Stein		
ADDRESS	2452 NW 26 th Circle		
CITY	Boca Raton	STATE	FL ZIP 33421
NAME	Susan Laey		
ADDRESS	1421 S. Ocean Blvd Apt 301		
CITY	Bonaparte	STATE	FL ZIP 33062
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 8 day of March, 19 96

 (Seal)
 (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED

96 MAR 12 AM 10:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Avenue 2, INC
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 2810 E Oakland PK Blvd Suite 308
FT LAUDERDALE, FL 33306

has named Robert Stein
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Robert Stein
(registered agent)