

P96000025091

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 \$ _____

OH 3/21/96

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

WALK-IN Will Pick Up *3/21 11:00*

RE: *13 New Inv (10/15/95)*
Inc

96-MAR-21 AM 11:07-

DISBURSED
 SECRETARY OF STATE
 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 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

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

ARTICLES OF INCORPORATION
OF
D AND W INVESTORS, INC.

FILED
96 MAR 21 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be D and W Investors, Inc.

ARTICLE II

The corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida, including, but not limited to, the acquiring, owning,

operating, managing, leasing, developing, selling, investing in and otherwise dealing with real property of any kind or nature.

ARTICLE IV

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock, each share of the par value of One Dollar (\$1.00). No shares without nominal or par value shall be issued.

ARTICLE V

The principal office and mailing address of the corporation is 3 West Garden Street, Suite 600 (32501), P. O. Box 12950, Pensacola, Florida 32576.

ARTICLE VI

The street address of the initial registered office of this corporation is 3 West Garden Street, Pensacola, Florida 32501. The name of the initial registered agent of the corporation is John P. Daniel, whose business address is 3 West Garden Street, Suite 600, Pensacola, Florida 32501.

ARTICLE VII

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but the number of directors of the corporation shall not be less than

one nor more than nine. The names and addresses of the initial directors of this corporation are as follows:

J. Nixon Daniel, III
3 West Garden Street, Suite 600
Pensacola, Florida 32501

John P. Daniel
3 West Garden Street, Suite 600
Pensacola, Florida 32501

Belie Williams
4161 Madura Road
Gulf Breeze, Florida 32561

ARTICLE VIII

The name and address of the incorporator is:

John P. Daniel
3 West Garden Street, Suite 600
Pensacola, Florida 32501

ARTICLE IX

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice given of the changes to be made in accordance with the Bylaws of the corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

ARTICLE X

The power to adopt, alter, amend, or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

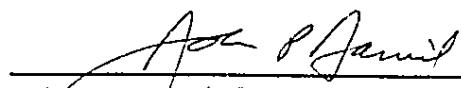
ARTICLE XI

At any meeting of the stockholders, a majority of the outstanding shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the outstanding shares represented at the meeting entitled to vote on the subject matter shall be the act of the shareholders, except as otherwise provided in Article IX above.

ARTICLE XII

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation this the 20th day of March, 1996.



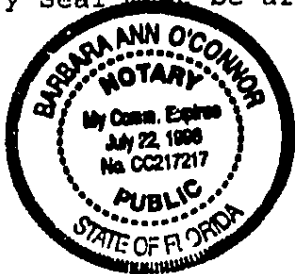
John P. Daniel,
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this
31 day of March, 1996, by John P. Daniel, who did not take an
oath and who:

- 1 is/are personally known to me.
 produced current Florida driver's license as identification.
 produced _____ as identification.

(Notary Seal must be affixed)



Barbara Ann O'Connor
Signature of Notary Public
BARBARA ANN O'CONNOR
Name of Notary Printed
My Commission Expires: 7/22/98
Commission Number: CC217217

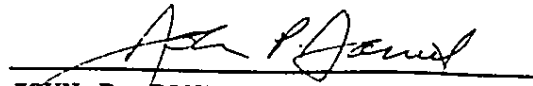
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
26 MAR 21 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.0501, Florida Statutes, the following is submitted: That D and W Investors, Inc., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at 3 West Garden Street, Suite 600, Pensacola, Florida 32501, has named John P. Daniel, a resident of Escambia County, Florida, whose business address is 3 West Garden Street, Suite 600, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

ACCEPTANCE:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JOHN P. DANIEL