

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

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN Will Pick Up 3/29 3:00

P960000 27759

No. 52654

RE: BAE Alparties

Inc. 96 MAR 29 PM 11:55

6.000000 DISBURSED
 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 checked="" 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

FILED

ARTICLES OF INCORPORATION
OF
RAE PROPERTIES, INC.

96 MAR 29 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is RAE PROPERTIES, INC. The principal office for doing business in the State of Florida is 150 Eglin Parkway, N. E., Fort Walton Beach, Florida 32548.

ARTICLE II. PURPOSE

This corporation is organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes, or any other applicable Florida Law.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share. This stock shall have the entire voting power of the corporation.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 150 Eglin Parkway, N. E., Fort Walton Beach, Florida 32548. The initial registered agent at that address is Raymond F. Newman, Jr.

ARTICLE V. DIRECTORS

The corporation shall have a board of directors consisting of not less than one, nor more than five directors.

ARTICLE VI. INCORPORATORS

The name and address of the incorporator is:

Patricia A. Mullins
150 Eglin Parkway, N. E.
Ft. Walton Beach, FL 32548

ARTICLE VII. AMENDMENT

The power to amend the Articles of Incorporation of this corporation shall be vested in the Shareholders. Every amendment shall require the approval of 75% of the stock entitled to vote thereon.


ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors. Any action taken under this Article shall require the approval of 75% of the Board of Directors.

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 28th day of March, 1996.


Patricia A. Mullins

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR HOME
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
JAN 29 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That RAE PROPERTIES, INC., desiring to organize under the laws of the State of Florida, with its principal office in the City of Fort Walton Beach, Florida, has named RAYMOND F. NEWMAN, JR., 150 Eglin Parkway, N. E., Fort Walton Beach, Florida 32548, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


RAYMOND F. NEWMAN, JR.

Raymond F. Newman, Jr.
ATTORNEY AT LAW
170 Eglin Parkway, NE
Fort Walton Beach, Florida 32546

Telephone: (904) 664-2229
Telecopier: (904) 244-2304

P.O. Box 1346
Fort Walton Beach, FL 32549

July 8, 1997

P96000027759

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

Re: RAE Properties, Inc.

Ladies and/or Gentlemen:

Enclosed herewith is the Articles of Dissolution for the above referenced corporation to be filed. Please provide me with a certificate of status following the filing of the Articles of Dissolution. My client's check in the amount of \$43.75 for the dissolution fee and certificate of status is enclosed.

Thank you for your assistance.

Sincerely,



RAYMOND F. NEWMAN, JR.

/pm

Encl.-a/s

FILED
97 JUL 11 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200002235622--2
-07/11/97-01029-004
*****43.75 *****43.75

Diss

NF 7-15-97

ARTICLES OF DISSOLUTION
OF RAE PROPERTIES, INC.


FILED
97 JUL 11 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes 607.1403, the undersigned corporation submits the following Articles of Dissolution:

1. The name of the corporation is RAE PROPERTIES, INC.
2. Dissolution was authorized by the written consent of the shareholder on June 30, 1997.
3. Written consent to dissolution was executed by the shareholder owning all of the outstanding shares of the corporation. This number is sufficient for approval.

Dated July 1, 1997.

RAE PROPERTIES, INC.


Robert J. Landry - President and Sole
Shareholder