

P96000032405

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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Run One Connection Kind

96 APR 15 AM 10:47

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.	_____	_____

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 04/15/96 01039-013
 ****122.50 ****122.50

SUBTOTALS

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

96 APR 15 AM 10:57
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4/15	_____	_____
TIME	9:00	_____	CK No. _____
BY	JN	_____	_____

WALK-IN
 Will Pick Up _____

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
RUM ONE CONNECTION, INC.

FILED
96 APR 15 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges, and files with the Department of State the following Articles of Incorporation.

ARTICLE - I

The name of this corporation shall be RUM ONE CONNECTION, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal place of business or mailing address of this corporation shall be :

2011 Southwest 101 Avenue, Bay E
Miramar, Florida 33024

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to issue is ONE HUNDRED THOUSAND (100,000) shares all of which shall be Common Shares having no par value. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VI - PRE-EMPTIVE 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 herein authorized, whether issued within six months from the date of incorporation or subsequently issued, 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 number 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 pre-empted 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 pre-emptive 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.

ARTICLE VII - INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation shall be:

2011 Southwest 101 Avenue, Bay E
Miramar, Florida 33024

and the initial registered agent of this corporation at such office shall be ROGER P. NETHERSOLE who, upon accepting this designation agrees to comply with the provisions of Sections 48.091, and 607.0505, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The name and street address of the sole director constituting the initial Board of Directors of the corporation are:

Roger P. Nethersole
2011 Southwest 101 Avenue, Bay E
Miramar, Florida 33024

The member of the initial Board of Directors shall hold office for the first year of the corporation's existence or until his successors are elected or appointed and qualified.

ARTICLE IX - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation's existence or until their successors are elected,

are:

President/Secretary/Treasurer

Roger P. Nethersole
2011 Southwest 101 Avenue, Bay E
Miramar, Florida 33024

ARTICLE X - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are :

Roger P. Nethersole
2011 Southwest 101 Avenue, Bay E
Miramar, Florida 33024

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify its directors, officers, and agents to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or hereafter prescribed by the laws of the State of Florida and all rights herein conferred upon the shareholders are subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation this 12th day of April, 1996.



ROGER P. NETHERSOLE
Incorporator

FILED

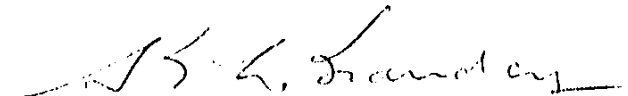
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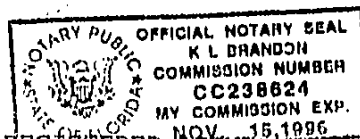
STATE OF FLORIDA)
COUNTY OF DADE)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared
ROGER P. NETHERSOLE, who is personally known to me, and he
acknowledged to and before me that he executed the foregoing
Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have herunto set my hand and seal this
12th day of April, 1996.


Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR RUM ONE
CONNECTION, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES
OF INCORPORATION, 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, AND
I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA
STATUTES.


ROGER P. NETHERSOLE, Registered Agent
April 12TH 1996