

P 96000032978

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 \$ _____

Plt 4/16/96

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *mc* _____

WALK-IN Will Pick Up *4/16 1:00*

RE: Cappford, Inc. F11 E1D

96 APR 16 PM 1:10

C.C. FREE REPLY OF STATE
 TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
_____ Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ C U S -	_____	_____
_____ Fictitious Name File	400001782694	_____
	-04/16/96--0120--024	_____
_____ Name Reservation	****122.50	****122.50
_____ 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.	_____	_____

96 APR 16 PM 1:11
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

96 APR 16 PM 1:23
 DIVISION OF CORPORATION

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

CAPPFORD, INC.

FILED

96 APR 16 PM 1:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: **CAPPFORD, INC.**

ARTICLE II

DURATION

This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE

The general purposes for which this corporation is organized are:

1. To own, operate and manage real property.
2. To transact any lawful business for which corporations may be incorporated under the statutes of the State of Florida or to engage in any trade or business which, in the opinion of the Board of Directors of the corporation can be advantageously carried on in connection with any other lawful purpose or business endeavor that the corporation may elect to undertake.
3. To do any and all other things as are incidental, desirable or necessary in order to accomplish any or all of the foregoing purposes of the corporation.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of stock having a par value of \$1.00. All shares of stock shall be designated as common shares.

ARTICLE V

DIVIDENDS

The holders of common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Board of Directors from the net earnings or from the surplus of the assets over liabilities, including capital of the corporation, but not otherwise. Dividends may be payable either in cash, property, or in shares of the common stock of the corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT PRINCIPAL ADDRESS OF CORPORATION

The street address of the initial registered office of this corporation is 27429 State Road 54 West, Wesley Chapel, Florida 33544, and the name of the initial registered agent of this corporation is Jacob I. Reiber, Esquire. The address of the principal office of the corporation is 27529 State Road West, Wesley Chapel, Florida 33544, and its mailing address is Post Office Box 7001, Wesley Chapel, Florida 33543.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

The board of directors of the corporation shall consist of one (1) member, initially. The number of directors may be increased or diminished from time to time as provided for in the bylaws. The initial director shall be as follows: Joseph Cappuccilli, 27529 State Road 54 West, Wesley Chapel, Florida 33543.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Articles of Incorporation is:

Joseph Cappuccilli, 27529 State Road 54 West, Wesley Chapel, Florida 33543

ARTICLE IX
AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the shareholders entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

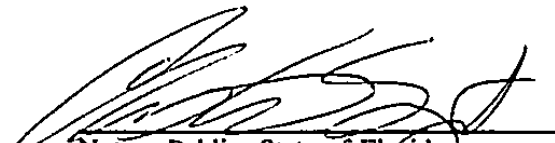
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes herein stated this 12th day of April, 1996.


JOSEPH CAPPUCCILLI

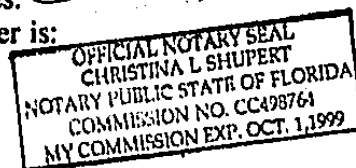
STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments personally appeared Joseph Cappuccilli, as incorporator, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, or who has produced N/A as identification.

WITNESS MY HAND and official seal at Wesley Chapel, Pasco County, Florida this 12th day of April, 1996.


Notary Public, State of Florida
My Commission Expires:
My Commission Number is:

CORP\Artinc.1



CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED

96 APR 16 PM 1:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That CAPPFORD, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Wesley Chapel, Pasco County, State of Florida, has named Jacob I. Reiber, as its agent to accept service of process within the state.

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

REGISTERED OFFICE ADDRESS:

27429 State Road 54 West
Wesley Chapel, Florida 33544

BY:



Jacob I. Reiber, Esquire