

P96000037252

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301. (904) 224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-142-8062
 FAX (904) 222-1222

No. 52761

RE: PLANNING, INC.

95 APR 30 PM 2:19

RECEIVED
 TALLAHASSEE, FLORIDA

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 \$ _____

- Capital Express™
- Art. of Inc. File
- _____ Corp. Record Search
- _____ Ltd. Partnership File
- _____ Foreign Corp. File
- () Cert. Copy(s)
- _____ Art. of Amend. File
- _____ Dissolution/Withdrawal
- _____ C U S
- _____ Fictitious Name File
- _____ Name Reservation
- _____ Annual Report/Reinstatement
- _____ Reg. Agent Service
- _____ Document Filing
- _____ Corporate Kill
- _____ 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.

301121-101099-1
 04/20/95 1103-102
 ***120 50 ***120 50

SUBTOTALS

PH
4/30/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	<u>12:00</u>	_____	CK No. _____
BY	<u>MC</u>	_____	_____

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

WALK-IN Will Pick Up 4/30 12:00

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
P & ANNIE, INC.**

[RECEIVED]
26 APR 30 PM 2:10
KISSIMMEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME, PRINCIPAL PLACE OF BUSINESS AND DURATION

The name of the Corporation is **P & ANNIE, INC.** The principal place of business of the Corporation is **3297 S. BERMUDA AVE. KISSIMMEE, FL. 34741.** The duration of the Corporation is perpetual.

ARTICLE II

REGISTERED OFFICE AND AGENT

The address of the registered office in the state of Florida is **3297 S. BERMUDA AVE.** in the city of **KISSIMMEE** in the County of **OSCEOLA.** The name of the registered agent at such address is **YONG CHUL PARK.**

ARTICLE III

CORPORATE PURPOSE, POWERS AND RIGHTS

1. The nature of the business to be conducted or promoted and the purpose of the Corporation are to engage in any lawful act or activity for which Corporation may be organized under the Business Corporation Act of Florida.
2. In furtherance of its corporate purpose, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

ARTICLE IV

CAPITAL STOCK

1. The total number of shares of capital stock which the Corporation has the authority to issue is **1000** shares of Common Stock ("Common Stock"), \$ 1.00 par value per share of which the following are issued and outstanding in the name of the following stockholders.

<u>NAME</u>	<u>NO OF SHARES</u>
YONG CHUL PARK	100 SHARES

2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of voluntary or involuntary liquidation, dissolution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell transfer or otherwise dispose of all or any part of such remaining assets to any other Corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other Corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other Corporation, or the merger of any other Corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purpose of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of common stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of Corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholders"), does there by consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended restricted, enlarged, or of United States herein after adopted which have reference to or affect corporation, such securities, or such person if any; and that the Corporation, reserves the rights to transact any business of the Corporation, to alter, amend or repeal these articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is **YONG CHUL PARK 3297 S. BERMUDA AVE. KISSIMEE, FL. 34741**. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

The number of directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.

If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

The name and mailing address of the person who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>NAME</u>	<u>ADDRESS</u>
YONG CHUL PARK PRESIDENT/TREASURER SECRETARY	3297 S. BERMUDA AVE. KISSIMEE, FL. 34741

**ARTICLE VII
AMENDMENTS**

This corporation reserves the rights to amend or repeal any provision contained in this Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly herunto set my hand and seal.

DATED: April 29, 1996.

Yong Chul Park (SEAL)

**YONG CHUL PARK
INCORPORATOR/REGISTERED AGENT**

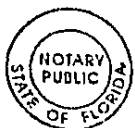
STATE OF FLORIDA)
) SS.
COUNTY OF Seminole)

Be it remembered, that on this 29th day of April, 1996 personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments **YONG CHUL PARK**, a party to the foregoing Articles of Incorporation, personally known _____ or produced identification, type of identification produced NY # 247-056-699 and I having first made known to him the contents of said Articles, he did acknowledge that he signed, Sealed and delivered the same as his voluntary act and deed.

Given under my hand seal of office the day and year aforesaid.

Joseph R. Chokshi
NOTARY PUBLIC

DINESH R. CHOKSHI
NAME OF NOTARY



DINESH R. CHOKSHI
My Comm Exp. 8/02/97
Bonded By Service Ins
No. CC304422

Personally Known Other I.D.

FILED

96 APR 30 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION

AS

REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That **P & ANNIE, INC.** desiring to organize under the laws of the State of Florida, with its principal office at 3297 S. BERMUDA AVE. KISSIMMEE, FL. 34741 has named **YONG CHUL PARK** located at 3297 S. BERMUDA AVE. KISSIMMEE, FL. 34741 as agent to accept service of process in the State of Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


(YONG CHUL PARK)
INCORPORATER/REGISTERED AGENT