

P96000038615

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

No. 52504

RE: Matheny & Associates Inc

05 MAY -6 AM 10:53

C.C. PREP. DISBURSED
 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 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.

300001809023
 -05/06/96--01043--605
 ****122.50 ****122.50

SUBTOTALS

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

OK 5/16/96

REQUEST TAKEN CONFIRMED _____ APPROVED _____
 DATE 5/16 _____
 TIME 9:30 _____ CK No. _____
 BY [Signature] _____

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
MATHENY & ASSOCIATES, INC.**

1977 MAY 6 11:53
DALLAS STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting a sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: the name of the Corporation is MATHENY & ASSOCIATES, INC. (The "Corporation")

SECOND: The address of the Corporation is 2223 Treehaven Circle, Ft. Myers, Florida 33907, and its mailing address is P.O. Box 61102, Ft. Myers, FL 33906.

THIRD: The Corporation is organized for the purpose of engaging in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.

FOURTH: The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of a single class of common stock and the par value of each share is \$1.00, amounting in the aggregate to \$10,000, which class of shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

FIFTH: The street address of the initial registered office of the Corporation is 2223 Treehaven Circle, Ft. Myers, FL 33907, and the name of its initial registered agent is Dana B. Matheny.

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one(1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor or successors shall have been elected and qualified is as follows:

Dana B. Matheny
2223 Treehaven Circle
Ft. Myers, FL 33907

SEVENTH: The name and address of the sole incorporator is Dana B. Matheny, 2223 Treehaven Circle, Ft. Myers, FL 33907

EIGHTH: the Corporation elects to have preemptive rights to the full extent provided by law.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 2nd day of May, 1996.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dana B. Matheny
Dana B. Matheny-Sole Incorporator

Dana B. Matheny, having been designated to act as Registered Agent, hereby agrees to act in this capacity.

Dana B. Matheny
Dana B. Matheny, Registered Agent