417 E. Virginia St., Suite (Tallahassee, FL 32301, (904)224-8870 Malling Address: Post Onice Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-142-8062 FAX (904) 222-1222 TALLAHASSEE, FLORIDA Capital Express Art. of Ing. File ... NAME __ Corp. Record Search FIRM ... Ltd. Partnership Filo ADDRESS _____ _Eofnign Corp. File () Cort. Copy(s) . Art. of Amond. File PHONE (Dissolution/Withdrawal CUS-_ Service: Top Priority_ Regular... Fictitious Name File One Day Service Two Day Service Name Reservation To us via _____ Roturn via . Annual Report/Reinstatement Rog. Agent Service Matter No.: _____ Express Mail No. __ **Document Filing** Corporate Kill State Fee \$ _____ Our \$ _ 30<u>00013099</u>3 Vohicle Search -05/06/96--01043--005 ****122.50 ****122. **Driving Record Document Retrieval** UCC 1 or 3 File UCC 11 Search UCC 11 Retrieval _ File No.'s, ____Coples Courier Service _ _ Shipping/Handling Phone () Top Priority __ Express Mall Prep. . - FAX () pgs. SUBTOTALS

REQUEST TAKEN CONFIRMED APPROVED

DATE 9.30 CK No.

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.

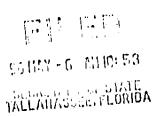
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BALANCE DUE.....

SURCHARGE......
TAX on corporate supplies.....

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION OF MATHENY & ASSOCIATES, INC.



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")

SECC ID: The address of the Corporation is 2223 Trechaven 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 top have preemptive rights to the full extent provided by law.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator. If I have been 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 LIVES 53

TALLAMADALE, FLORIDA

Dana B. Matheny-Sole Decorporator

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

Dana B. Matheny, Registered Agent