

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 \$ _____

walsh-10898

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *[Signature]* _____

WALK-IN *5/22/96 12:00*
 Will Pick Up _____

RE: *CFC HOLDINGS, INC.*

96 MAY 23 11:10:21
 C.C. FEE. DISBURSED

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

☒ 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 *200801834262*
☐ Annual Report/Reinstatement *05/22/96 01033 001*
☐ Reg. Agent Service ****122.50****
☐ Document Filing ****122.50****

☐ 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. _____

SUBTOTALS

FEE.....	\$ <i>48</i>
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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: C.C. HOLDING, INC.
Ref. Number: W96000010898

We have received your document for C.C. HOLDING, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 196A00025469

Corrected

RECEIVED
96 MAY 23 AM 9:10
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF

C. & C. HOLDINGS SOUTH, INC.

FILED
96 MAY 23 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is: C & C HOLDINGS SOUTH, INC.

ARTICLE II - DURATION

The duration of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of the Corporation is 11310 S. Orange Blossom Trail, Suite 204, Orlando, Florida 32837, and the name of its Initial Registered Agent at that address is William John Raynor.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial Principal Office of the corporation and its mailing address are:

William John Raynor
11310 S. Orange Blossom Trail, Suite 204
Orlando, Florida 32837

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the Shareholders, but shall never be less than one (1). The name and address of the initial directors of the Corporation are:

William John Raynor	Billy W. Raynor
11310 S. Orange Blossom Trail, Suite 204	
Orlando, Florida 32837	

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is as follows:

William John Raynor
11310 S. Orange Blossom Trail, Suite 204
Orlando, Florida 32837

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including any former Officer(s) and Director(s), to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 15th day of May, 1996.

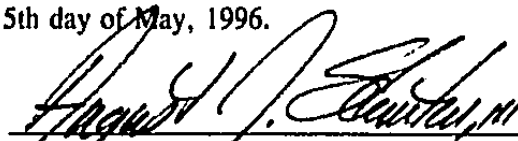

William John Raynor

**STATE OF FLORIDA)
COUNTY OF ORANGE)**

Before me personally appeared, William John Raynor, who is personally known to me, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of May, 1996.




Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

FILED

96 MAY 23 AM 10:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the appointment as Registered Agent of C. & C. HOLDINGS SOUTH, INC., which is contained in the foregoing Articles of Incorporation. The undersigned is a resident of Florida and is familiar with, and accepts, the obligations of this position

DATED this 15th day of May, 1996.


William John Raynor
Registered Agent

P96000043985

ARNOLD, MATHENY & EAGAN, P. A.

ATTORNEYS AND COUNSELORS AT LAW

LENN E. ABRAMS
WILLIAM W. ARNOLD
H. CRAIG COOLEY
BARBARA A. EAGAN
WILLIAM L. EAGAN
ARTHUR R. LOUV
ALEXANDER J. OMREB

801 N. MAGNOLIA AVE., SUITE 201
ORLANDO, FLORIDA 32803-3642

POST OFFICE BOX 2067
ORLANDO, FLORIDA 32802-2067

TELEPHONE (407) 841-1550
FACSIMILE (407) 841-0746

October 17, 1996

Division of Corporations
Annual Reports Section
P.O. Box 1500
Tallahassee, FL 32302-1500

300001989593--4
-10/29/96--01153--020
*****35.00 *****35.00

Re: C & C Holdings South, Inc.

Dear Sir or Madam:

Enclosed please find a Statement of Change of Registered Office and Registered Agent regarding the above referenced corporation for filing in your office, along with the filing fee of \$35.00.

Your attention to this matter is appreciated. Should you have any questions, please feel free to call.

Sincerely,

Michelle M. Guessetto
Michelle M. Guessetto
Paralegal

Enclosure

FILED
96 OCT 24 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Change
NFT

10-25-96

FILED

96 OCT 24 AM 11:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT OF CHANGE
OF
REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, Sections 607.0502 or 607.1508, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the Corporation is C & C HOLDINGS SOUTH, INC. incorporated on May 23, 1996 with document number P96000043985.
2. The name and address of its present registered agent is:
WILLIAM JOHN RAYNOR
11310 S. ORANGE BLOSSOM TRAIL, SUITE 204
ORLANDO, FLORIDA 32837
3. The name and address of the new registered agent is:
LEHN E. ABRAMS, ESQUIRE, ARNOLD, MATHENY & EAGAN, P.A.
801 N. MAGNOLIA AVENUE, SUITE 201
ORLANDO, FLORIDA 32803
4. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical. The principal office is 4678 E. Colonial Drive, Orlando, Florida 32803.
5. Such change was authorized by resolution duly adopted by its Board of Directors, or an officer so authorized by the Board.

DATE: 10-16, 1996.

C & C HOLDINGS SOUTH, INC.

(CORPORATE SEAL)


By: William John Raynor
WILLIAM JOHN RAYNOR, President

ATTEST:

Billy W. Raynor
BILLY W. RAYNOR, Secretary

ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.


LEHN E. ABRAMS, REGISTERED AGENT

DATE: 10/18, 1996