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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 _____

Mail No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

CHESSE JUN 5 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	6/5		
TIME	10:30		CK No. _____
BY	RD		

WALK-IN
 Will Pick Up _____

RE: Prototype of _____ No 52810

Item	Price	Quantity	Total
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 ()			

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
PROTOPS, INC.**

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

ARTICLE I

The name of the corporation shall be PROTOPS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7500 shares and shall have a par value of \$1.00 per share. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Bylaws of the corporation may be amended by majority vote of either the directors or the shareholders, but all alterations, amendments and repeals of the Bylaws which affect the rights or obligations of the shareholders must be approved by a majority of the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the Bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose names and addresses are as follows:

DONALD M. PARIS
3755 W. Lake Hamilton Drive
Winter Haven, FL 33881

JOHN W. OLSON
3755 W. Lake Hamilton Drive
Winter Haven, FL 33881

ARTICLE IX

The initial registered agent of the corporation is DONALD M. PARIS. The street address of the corporation's initial registered office is 3755 W. Lake Hamilton Drive, Winter Haven, FL 33881.

ARTICLE X

The principal place of business and mailing address of this corporation shall be: 3755 W. Lake Hamilton Drive, Winter Haven, FL 33881.

ARTICLE XI

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

DONALD M. PARIS
3755 W. Lake Hamilton Drive
Winter Haven, FL 33881

The undersigned incorporator has executed these Articles of Incorporation this 3rd day of June, 1996.


DONALD M. PARIS, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 3rd day of June, 1996, by DONALD M. PARIS, [] who is personally known to me or [x] who has produced driver's license as identification.


Notary Public/State of Florida at Large

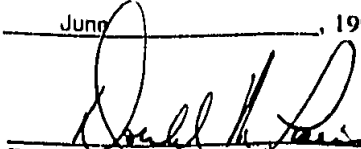
My Commission Expires:

(SEAL)

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of PROTOPS, INC., which is contained in the foregoing Articles of Incorporation,

DATED this 3rd day of June, 1996.


DONALD M. PARIS, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA