

P 960000 5 1716

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 \$ _____

RE: SE Aircraft Sales, Inc.

No 52602

<input checked="" type="checkbox"/> Capital Express™	C.C. REP.	DISBURSED
<input checked="" type="checkbox"/> Art. of Inc. File	JUN 18 AM 10:13	FILED
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit	900001864695	
<input type="checkbox"/> Vehicle Search	06/18/96--01024--006	
<input type="checkbox"/> Driving Record	*****70.00 *****70.00	
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

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

EX-12395A JUN 18 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	6/18		
TIME	8:30		CK No. _____
BY	77		

WALK-IN
Will Pick Up _____

ARTICLES OF INCORPORATION

OF

SE AIRCRAFT SALES, INC.

ARTICLE I--NAME

The name of this Corporation is SE AIRCRAFT SALES, INC.

ARTICLE II--ADDRESS

The address of the principal office of the Corporation is 2406 Harper Street, Jacksonville, Florida; and, the mailing address of the Corporation is Post Office Box 43250, Jacksonville, FL 33203-3250.

ARTICLE III--SHARES

The Corporation is authorized to issue Ten Thousand (10,000) Shares of common stock.

ARTICLE IV--INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2406 Harper Street, Jacksonville, Florida, and the mailing address is Post Office Box 43250, Jacksonville, FL 32203-3250. The name of the initial registered agent of the Corporation at such address is Allen R. Lieser.

ARTICLE V--INCORPORATOR

The name and address of the incorporator is J.G. Ray, Jr., 2406 Harper Street, Jacksonville, Florida 32204.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of June, 1996.


J.G. Ray, Jr.

FILED
96 JUN 18 AM 10:13
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

That SE AIRCRAFT SALES, INC., desiring to organize under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, State of Florida, has named Allen R. Lieser, located at 2406 Harper Street, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.


J.G. Ray, Jr., Incorporator

6/14/96

Date

TALLAHASSEE, FLORIDA

96 JUN 18 AM 10:13

FILED

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, Allen R. Lieser hereby agrees to act in this capacity, and Allen R. Lieser further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


Allen R. Lieser

6/14/96

Date

796000051716

ALLEN R. LIESER
ATTORNEY AT LAW
Post Office Box 43250
Jacksonville, FL 32203
(904) 356-5515

August 18, 1997

100002271771--3
-08/20/97--01003--014
*****35.00 *****35.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32304

RE: Articles of Amendment (Amend Articles of Incorporation to change name
of SE Aircraft Sales, Inc. to CFR Investments, Inc.)

Dear Ladies/Gentlemen:

Please find enclosed an original and one (1) copy of the Articles of Amendment
of the Articles of Incorporation of SE Aircraft Sales, Inc., which I submit for filing on
behalf of the corporation. As a result of the said Amendment of the Articles of
Incorporation, the name of the corporation is being changed from SE Aircraft Sales, Inc.
to CFR Investments, Inc.

I understand that the Articles of Amendment will be filed and a copy will be
returned to me bearing an appropriate stamp or endorsement.

I enclose a check for \$35.00 to cover the cost of filing.

If you have any questions or require any additional information, please do not
hesitate to call me (collect) at 904/356-5515.

Thank you for your assistance.

Sincerely,


Allen R. Lieser

FILED
97 AUG 20 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Doc
8/24

N/C Amend

**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF SE AIRCRAFT SALES, INC.**

FILED
97 AUG 20 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Fla.Stat. section 607 1006, SE Aircraft Sales, Inc (the "Corporation"), a Florida corporation, submits the following Articles of Amendment of the Articles of Incorporation of said Corporation:

1. ARTICLE I of the Articles of Incorporation of SE Aircraft Sales, Inc which were filed on June 18, 1996, is hereby amended to read as follows:

ARTICLE I--NAME

The name of this Corporation is **CFR Investments, Inc.**

2. The foregoing amendment was adopted by unanimous written action of the Shareholders of the Corporation on the 15th day of August, 1997, pursuant to the unanimous written recommendation of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment of the Articles of Incorporation of SE Aircraft Sales, Inc. this 15th day of August, 1997.


FELIX A. CRAWFORD, President


CHARLES C. APPLEBY, Secretary

BEFORE ME, the undersigned authority, personally appeared Felix A. Crawford and Charles C. Appleby, as President and Secretary of SE Aircraft Sales, Inc., respectively both personally known to me to be the persons who executed the foregoing Articles of Amendment of the Articles of Incorporation of SE Aircraft Sales, Inc., and acknowledged that they executed said Articles of Amendment for the purpose therein stated.


NOTARY PUBLIC



My commission expires: 04/03/2001
JANET S. WILLIS
My Comm Exp. 4/03/2001
Bonded By Service Ins
No. CF635918
(If Personally Known) [] Other I.D.