960000 5 10716 CTION, INC. 1, Fl. 32301, (904)224-8870 49. Tallaharre, Fl. 12302 19. Tallaharre, Fl. 12302 CAPITAL CONNECTION, INC. 417 E. Virginia St., Suite 1, Talishassee, Ft. 32301, (904)224-8870. Mailing Address Port Office Box 10349, Tallahansee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222 TO,C. FIER DISSURSED Capital Express** -Art. of Inc. File NAME Corp. Record Bearch FIRM _ Lld. Partnership File ADDRESS Foreign Corp. File Control (a) PHONE (Art. of Amend, File Dissolution/Withdrawat _ C U B. _ Bervice: Top Priority. Regular... Fictitious Name File One Day Service Two Day Service Namo Reservation To us via _____ Return via Annual Report/Reinstatement Rog. Agent Service Matter No.: _____ Express Mall No. ___ **Document Filing** 900901864699 66/18/36--01024--006 State Fee \$ _____ Our \$ _ Corporate Kit ******70.00 *****70.00 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

REQUEST TAKEN CONFIRMED APPROVED

DATE 6/88

TIME 5.30 CK No. _____

E CHARGER

JUN 1 8 1996

WALK-IN

Will Pick Up _____

11-2529-7 PONDER'S INC., THOMASVILLE, GA.

Please remit invoice number with payment TERMS: NET to DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

DISBURSED.....

SURCHARGE.....

PREPAID......

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION

OF

SE AIRCRAFT SALES, INC.

ARTICLE J .- 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.

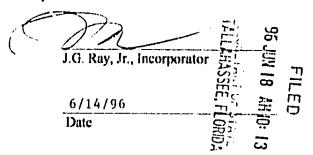
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of June, 1996.

J. Ray, Jr.

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.



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

49600051116

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

August 18, 1997

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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

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

SECOND OF SECOND SECOND

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

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.

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

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

CRAWFORD, President

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.

My commission expires: 403201 JANET S. WILLIS My Comm Exp. 4/03/2001

Donded By Service Ins. No. CC635918