

D96000053819

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8070
 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 _____
 Onn Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: _____

	C.C. FEE	DISBURSED
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.B.		
Fictitious Name File		
Name Reservation		
Annual Report/Statement		
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 Prop.		
FAX () pgs.		

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

JUN 25 1996

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____
 BY _____ CK No. _____

WALK-IN
 Will Pick Up 6/25 12:00

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
PERENICH LAW FIRM, P.A.

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Professional Service Corporation Act (the "Act") and other laws of the State of Florida, as follows:

EFFECTIVE DATE
6-21-96

ARTICLE I
Name

The name of the Corporation is:

Perenich Law Firm, P.A.

ARTICLE II
Term of Existence

Corporate existence will commence on June 21, 1996, and the Corporation will have perpetual existence thereafter.

ARTICLE III
Principal Office

The principal office of the Corporation is 220 U.S. Alternate 19 North, Suite B, Palm Harbor, Florida 34683.

ARTICLE IV
Nature of Business and Purposes

The Corporation is organized for the following purposes:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services will be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice and render legal services therein.

(b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of such professional services.

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HALL COUNTY CLERK
TALLAHASSEE, FLORIDA

(c) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.

(d) The Corporation may conduct and transact any business lawfully authorized and not prohibited by the Act as the same may be from time to time amended; provided, however, and notwithstanding the generality of the foregoing, the Corporation will not conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE V **Capital Stock**

(a) The Corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

(b) All or any portion of the Common Stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued will become and be fully paid and nonassessable, the same as though paid for in cash; and the Board of Directors will be the sole judge of the value of any property, right or thing acquired in exchange for Common Stock and its judgment of such value will be conclusive.

(c) Notwithstanding the foregoing, the Corporation will have the right to increase its capital stock either with or without par value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

ARTICLE VI **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 6334 Newtown Circle, Suite A6, Tampa, Florida 33615, and the name of its initial registered agent at such address is Timothy B. Perenich, Esquire.

ARTICLE VII
Directors

The Corporation will have one (1) director initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation, provided that the Corporation will always have at least one (1) but no more than ten (10) directors. The name and address of the initial director of the Corporation, who will serve until his successor(s) is(are) duly elected and qualified, is:

Name	Address
Gregory J. Perenich, Esquire	15740 Muirfield Drive Odessa, Florida 33556

ARTICLE VIII
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

Name	Address
Timothy B. Perenich, Esquire	6334 Newtown Circle, Suite A6 Tampa, Florida 33615

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

ARTICLE X
Stockholders

(a) The Corporation's Common Stock will be issued only to individuals who are duly licensed to render services as attorneys at law under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer his or her shares of Common Stock except to another individual who is eligible to be a shareholder of the Corporation because such person is duly licensed as an attorney at law under the laws of the State of Florida.

(b) If any shareholder of the Corporation becomes legally disqualified within Florida to render professional legal services or accepts employment which, pursuant to existing law, places restrictions or limitations upon such shareholder's continued rendering

of such professional legal services, such shareholder will sever all employment with and financial interest in the Corporation.

(c) No shareholder of the Corporation will enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of the Corporation's Common Stock.

ARTICLE XI **Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XII **Additional Corporate Powers**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, the Corporation will have all of the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this Corporation has the direct or incidental authority to pursue.

(b) At its option, to purchase and acquire in accordance with applicable law, any or all of its shares owned and held by any shareholder who desires to sell, transfer or otherwise dispose of his shares, or any or all shares owned and held by a shareholder who dies, all in accordance with the Bylaws or as provided by a stock purchase agreement setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation cannot be impaired thereby.

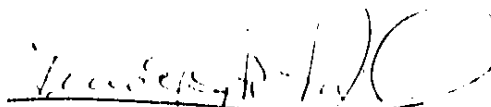
(c) To adopt, for the benefit of employees, one or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan, (4) a thrift (savings) plan, or (5) any other retirement, incentive compensation or employee benefit plan.

ARTICLE XIII **Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

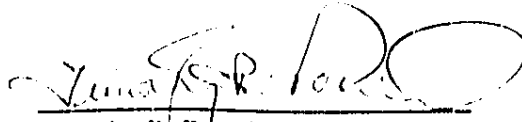
Incorporation on June 24, 1996.


Timothy B. Peryench, Esquire
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: June 24, 1996


Timothy B. Perenich, Esquire

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