

W. RODGERS MOORE, P.A.
ATTORNEY AT LAW

4800 N. FEDERAL HIGHWAY
SUITE 210-A
BOCA RATON, FLORIDA 33431

(407) 394-7910
FAX TELEPHONE
(407) 393-6541

MAILING ADDRESS:
P.O. Box 7073
BOCA RATON, FLORIDA 33431

DIRECT DIAL:
(407) 394-7944

Via Federal Express Mail

June 21, 1996

Secretary of State
409 E. Gaines St.
Tallahassee, Florida 32314
Attn: Filing Dept.

300001875213
-06/25/96--01110--020
****122.50 ****122.50

Re: Hogan Capital Corporation

Gentlemen:

Enclosed and filed herewith are the original and one copy of the Articles of Incorporation for the above captioned company.

Please acknowledge receipt on the enclosed copy and return it to me in the enclosed self-addressed, pre-paid Federal Express envelope provided, together with the notice of document number.

Also enclosed is our First Union IOTA check number 1061 in the amount of \$122.50 as the required fee for filing and certification.

Very truly yours,

W. RODGERS MOORE, P.A.

By: 

W. Rodgers Moore, Esquire

FILED
96 JUN 24 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6696

TB

WRM/dmc
Enclosures

ARTICLES OF INCORPORATION
OF
HOGAN CAPITAL CORPORATION

FILED
95 JUN 24 AM 11:43
HALL COUNTY CLERK
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is: Hogan Capital Corporation.
The principal address is: 4800 N. Federal Highway, Suite 210-A,
Boca Raton, Florida 33431.

ARTICLE II
PURPOSE

To engage in any activity or business permitted under the laws
of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of
common stock, par value shall be \$0.001 per share.

The common stock of the corporation shall have the
following characteristics:

- (a) At all meetings of the stockholders, the voting common
stockholders shall be entitled to cast one (1) vote for
each share of common stock owned. That a voting common
stockholder is interested in a matter to be voted upon
shall not disqualify him from voting thereon.
- (b) Except as otherwise provided by law, the entire voting
power for the election of the directors and for all other
purposes shall be vested exclusively in the holders of
the outstanding voting common stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 4800 N. Federal Highway, Suite 210-A, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is: W. Rodgers Moore. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Dan Hogan III	1500 Oklahoma Tower
	210 W. Park Avenue
	Oklahoma City, Oklahoma 73102

ARTICLE VII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.

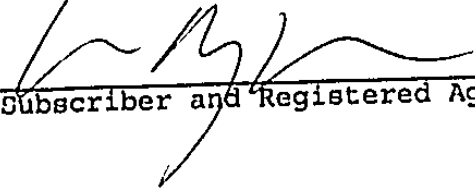
ARTICLE VIII
CLASS VOTE

Any merger, reorganization, consolidation, recapitalization or dissolution of the Corporation shall require the approval of holders of a majority of the shares of voting common stock.

ARTICLE IX
INCORPORATOR

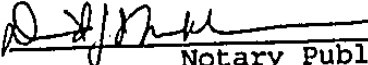
The name and street address of the person signing these Articles is W. Rodgers Moore, 4800 N. Federal Highway, Suite 210-A Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation as of this 21 day of June, 1996.


Subscriber and Registered Agent

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21 day of June, 1996 by W. Rodgers Moore, who is personally known to me or who has produced his Driver's License as identification and who did (did not) take an oath.


Notary Public

David J. Menkhous
(Print Name)

My Commission Expires:

Hogan/art.inc



Acceptance of Registered Agent

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.325 of the Florida Statutes.

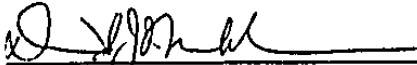

Registered Agent

FILED
95 JUN 24 10:11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss
COUNTY OF ^C)

Before me, the undersigned authority, duly authorized to administer oaths and acknowledgements appeared W. Rodgers Moore who is personally known to me or who has produced their driver's license as identification and did (did not) take an oath.

Witnessed my hand and seal this 21st day of June, 1996.


NOTARY PUBLIC


Print Name

My Commission Expires:

