CAPITAL CONNECTION, INC. 417 E. Virginia St., Suite 1, Tallahanee, FL 32301, (904)224-8870 Mailling Address Post Office Box 10349, Tallahansee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222 Capital Express** Art, of Ing. File NAME _____ Corp. Record Search FIRM ___ Ltd, Partnership File ADDRESS Foreign Corp. File Cort. Copy(s) Art. of Amend, File PHOŇE (Dissolution/Withdrawal 008. _ Regular... 017/22/96--01010--****245.00--**** Bervice: Top Priority...... One Day Bervice Flatitious Name File Two Day Bervice Name Reservation _ Return via Annual Report/Reinstatement Reg. Agent ServiceExpress Mall No. --Maller No.: _ Dogument Filling Corporate Kit State Fee \$ _____ Our \$ 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.

REQUEST TAKEN CONFIRMED APPROVED

DATE 130 CK No.

BY WALK-IN
WIII PICK UP.

11-2129-7 PONDER'S INC., THOMASYRLE, CA.

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.

DISBURSED.....

FAX (:)

SUBTOTALS ____

THANK YOU from Your Capital Connection

17. 1

52603

ARTICLES OF INCORPORATION

OF

L.T. McCLURE, INC.

ARTICLE

Name

The name of this Corporation is L.T. McCLURB, INC.

ARTICLE II

Nature of Business

The Corporation is initially organized for the general purpose of transacting any or all lawful business for which corporations may be incorporated pursuant to Chapter 607, Fla.Stat...

ARTICLE III

Shares

The maximum number of shares that the Corporation is authorized to have outstanding shall be 100 shares of common, \$1.00 par value voting stock, all of one class.

ARTICLE IV

Section 1244 Stock

The Incorporators, Subscribers and Directors of the Corporation intend that all stock shall be issued pursuant to Section 1244 of the Internal Revenue Code of 1954 as amended.

ARTICLE V

Each shareholder of the Corporation shall enjoy the preemptive right to acquire a proportionate share of any unissued or treasury shares to be sold by the Corporation on the same terms as such shares would be sold to non-shareholders. The number of shares that each shareholder shall be entitled to purchase shall be determined by multiplying the number of shared of unissued or treasury stock to be sold by a fraction which has as its numerator the number of shares owned by the purchasing shareholder, and which has as its denominator the total number of issued and outstanding shares of the Corporation owned by all shareholders before the contemplated sale. In the event that any shareholder chooses to purchase less than all of the shares which he is entitled to purchase, the remaining shares shall first be offered to the remaining shareholders of the Corporation. In the event that the calculations set out above result in a shareholder being entitled to purchase a fraction of a share, the Corporation shall issue such fractional share. Unissued or treasury shares may be offered to a non-shareholder of the Corporation only after all the existing shareholders have refused to purchase the shares so offered.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 210 N. "L" Street, #3, Lake Worth, FL 33460, and the name of the initial registered agent of the Corporation is Roger J. Finn.

ARTICLE VII

Directors

The Corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the By-Laws of the Corporation, but shall never be more than five. The name and address of the initial director is:

Roger J. Finn
210 N. "L" Street, #3
Lake Worth, FL 33460

ARTICLE VIII

Incorporation

The name and address of the person signing these Articles is:

Roger J. Finn
210 N. "L" Street, #3
Lake Worth, FL 33460

ARTICLE IX

Duration of Corporation

The duration of this corporation shall be perpetual.

ARTICLE X

Corporation's Principal Office

The initial principal office of this Corporation shall be 210 N. "L" Street, #3, Lake Worth, FL 33460, and its mailing address shall be P.O. Box 142, Lake Worth, FL 33460.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of this $\cancel{9}^{r}$ day of July, 1996.

Roger J. Finn

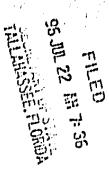
STATE OF FLORIDA COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, and officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Roger J. Finn to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this day of July, 1996.

Notary Public -State of Florida





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OF THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING UPON PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Ptorida Statutes, the following is submitted, in compliance with said Act:

That L.T. McCLURE, INC. desiring to organize under the laws of State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Lake Worth, County of Palm Beach and State of Florida, has named Roger J. Finn, whose address is 210 N. "L" Street, #3, Lake Worth, FL 33460, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relating to keeping open said office.

Roger J. Finn