

P 96 0000 61367

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. 1-800-342-6062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Erstling Enterprises Inc No 52504

Capital Express™
 Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
 () Gen. Copy(s) _____
 Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U B. _____
 Filitious Name File _____
 Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____
 Corporate KII _____
 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 () _____ pgs.

96 JUL 23 11:18
 FILED
 UMBUNDED

SUBTOTALS

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

P. CH236ER JUL 23 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/22		
TIME	8:30		
BY	D		CK No.

WALK-IN
 Will Pick Up _____

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

FOR

ERSTLING ENTERPRISES, INC.

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

ARTICLE I. CORPORATE NAME.

The name of the Corporation is:

ERSTLING ENTERPRISES, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of the Corporation are:

114118 Pike Court
New Port Richey, Florida 34654

ARTICLE III. CAPITAL STOCK.

(a) The Corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value common stock, which shall 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 shall become and be fully paid and nonassessable, the same as though paid in cash; and the Board of Directors shall 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 shall have the right to increase its capital stock either with or without 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.

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95 JUL 23 AM 11:18
TALLAHASSEE, FLORIDA

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are:

MICHAEL J. ERSTLING
114118 Pike Court
New Port Richey, Florida 34654

ARTICLE V. INCORPORATORS.

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

MICHAEL J. ERSTLING
114118 Pike Court
New Port Richey, Florida 34654

ARTICLE VI. PURPOSE.

The purpose of the Corporation is to engage in any and all lawful business for which corporations may be organized under general law.


ARTICLE VII. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VIII. AMENDMENT.

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

The undersigned has executed these Articles of Incorporation this 18th day of July, 1996.


MICHAEL J. ERSTLING
Incorporator

CERTIFICATE OF DESIGNATION
UNREGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

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96 JUL 23 AM 11:16
TALLAHASSEE, FLORIDA

1. The name of the corporation is: _____

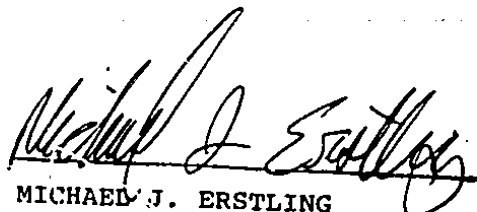
ERSTLING ENTERPRISES, INC.

2. The name and street address of the registered agent and office is: _____
MICHAEL J. ERSTLING

114118 PIKE COURT

NEW PORT RICHEY, FLORIDA 34654

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


MICHAEL J. ERSTLING