

**996000061391**

**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. 1-800-342-8062  
 FAX (904) 222-1222

No 52504

RE: United Processing Corp

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 \$ \_\_\_\_\_

FILED

96 JUL 23 AM 11:45

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

AL JUL 23 1996

|         |       |           |              |
|---------|-------|-----------|--------------|
| REQUEST | TAKEN | CONFIRMED | APPROVED     |
| DATE    | 7/23  |           |              |
| TIME    | 9:30  |           |              |
| BY      | 77    |           | CK No. _____ |

WALK-IN  
 Will Pick Up \_\_\_\_\_

|                                                      | O.C. FEE. | DISBURSED |
|------------------------------------------------------|-----------|-----------|
| <input checked="" type="checkbox"/> Capital Express™ |           |           |
| <input type="checkbox"/> Art. of Inc. File           |           |           |
| <input type="checkbox"/> Corp. Record Search         |           |           |
| <input type="checkbox"/> Ltd. Partnership File       |           |           |
| <input type="checkbox"/> Foreign Corp. File          |           |           |
| <input type="checkbox"/> ( ) Cert. Copy(s)           |           |           |
| <input type="checkbox"/> Art. of Amend. File         |           |           |
| <input type="checkbox"/> Dissolution/Withdrawal      |           |           |
| <input type="checkbox"/> O U S.                      |           |           |
| <input type="checkbox"/> Fictitious Name File        |           |           |
| <input type="checkbox"/> Name Reservation            |           |           |
| <input type="checkbox"/> Annual Report/Reinstatement |           |           |
| <input type="checkbox"/> Reg. Agent Service          |           |           |
| <input type="checkbox"/> Document Filing             |           |           |
| <input type="checkbox"/> Corporate Kit               |           |           |
| <input type="checkbox"/> Vehicle Search              |           |           |
| <input type="checkbox"/> Driving Record              |           |           |
| <input type="checkbox"/> Document Retrieval          |           |           |
| <input type="checkbox"/> UCC 1 or 3 File             |           |           |
| <input type="checkbox"/> UCC 11 Search               |           |           |
| <input type="checkbox"/> UCC 11 Retrieval            |           |           |
| <input type="checkbox"/> File No.'s, _____ Copies    |           |           |
| <input type="checkbox"/> Courier Service             |           |           |
| <input type="checkbox"/> Shipping/Handling           |           |           |
| <input type="checkbox"/> Phone ( )                   |           |           |
| <input type="checkbox"/> Top Priority                |           |           |
| <input type="checkbox"/> Express Mail Prop.          |           |           |
| <input type="checkbox"/> FAX ( )                     |           |           |
| pgs.                                                 |           |           |
| <b>SUBTOTALS</b>                                     |           |           |

1000013011921  
 07/23/96 01047-035  
 \*\*\*122.50\*\*\*

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

RECEIVED  
 96 JUL 23 AM 9:57  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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**

FILED

96 JUL 23 AM 11:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I NAME**

The name of the corporation shall be: UNITED PROCESSING CORP.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

7770 W. HWY 44 CRYSTAL RIVER, FL 34429

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 (one thousand) shares of Common Stock at a per value of \$1.00 (one dollar).

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

ANTHONY WARNOCK 7770 W HWY 44 CRYSTAL RIVER, FL 34429

**ARTICLE V INCORPORATOR(S)**

**See instructions for officers/directors**

**The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):**

ANTHONY WARNOCK 7770 W HWY 44 CRYSTAL RIVER, FL 34429

**The undersigned incorporator(s) has(have) executed these Articles of Incorporation this**

18 day of July, 19 96.

Anthony Warnock  
Signature

W 652-010-71-028-0

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

CLARK  
Notary Public, State of Florida  
My Comm. expires Aug. 23, 1997  
Comm. No. CC 310414  
Notary Public Underwriters

Clara Clark  
7-18-96

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED

96 JUL 23 AM 11:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE  
UNDERSIGNED 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.

1. The name of the corporation is: UNITED PROCESSING CORP.

2. The name and address of the registered agent and office is:

ANTHONY WARNOCK

(NAME)

7770 W. HWY 44

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

CRYSTAL RIVER, FL 34429

(CITY/STATE/ZIP)

*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.*

Anthony Warnock  
(SIGNATURE)

7-18-96  
(DATE)

**DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314**

DEBIT MEMORANDUM

P96000061391

FOR OFFICIAL USE

NUMBER

TO :  
DEPARTMENT OF STATE

STATE OF FLORIDA  
OFFICE OF STATE TREASURER  
TALLAHASSEE FLORIDA

RECEIVED

JUN 14 PM 2:35

MANAGEMENT

| FUND            | AMOUNT   | REASON RETURNED    | KEY # |
|-----------------|----------|--------------------|-------|
| GENERAL REVENUE | 0.00     | INSUFFICIENT FUNDS | 1     |
| TRUST           | 1,176.50 | ACCOUNT CLOSED     | 2     |
| OTHER           |          | UNCOLLECTED FUNDS  | 3     |
| TOTAL           | 1,176.50 | OTHER              | 4     |

| CROSS REF | SAMAS CODE                           | DISTRIBUTION | REASON | AMOUNT |
|-----------|--------------------------------------|--------------|--------|--------|
| 12        | 45-20-2-130001-45300000-00-000100-00 |              | 1      | 60.00  |
| 12        | 45-20-2-130001-45300000-00-000100-00 |              | 2      | 61.25  |
| 12        | 45-20-2-130001-45300000-00-000100-00 |              | 4      | 70.00  |
| 12        | 45-20-2-130001-45300000-00-000100-00 |              | 1      | 80.00  |
| 12        | 45-20-2-130001-45300000-00-000100-00 |              | 2      | 122.50 |
| 12        | 45-20-2-130001-45300000-00-000100-00 |              | 1      | 782.75 |

GRAND TOTAL:

\$ 1,176.50

70457-E

# 122.50

\$ 137.50

400001945374  
-03/12/96--01006--003  
\*\*\*\*137.50 \*\*\*\*137.50

Process Date: 07/29/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

State Treasurer

P96000061391

UNITED PROCESSING CORPORATION  
770 W. HWY. 44 CRYSTAL RIVER, FL 34450

RE: ADDRESS CHANGE

The purpose of this letter is to notify the DIVISION of CORPORATIONS that UNITED PROCESSING CORPORATION address will be changing effective 09-01-96.

The new address for the CORPORATION will be 11407 S.E. Hwy, 301 Suite #4 Belleview, FL 34420. If any question should arise from the address change please contact me at the new address.

Please make the necessary changes as soon as possible.

Thank You,

*Anthony Warnock*  
Anthony Warnock President

*Kerr*