

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

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 \$ _____

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

WALK-IN Will Pick Up 8/2 12:00

RE:

P960000 64674
Casey Holdings, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name Filing		
<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 Filing		
<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.		

SUBTOTALS

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

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

ARTICLE I

The name of this corporation shall be:

CASEY HOLDINGS, INC.

ARTICLE II

The principal office of this corporation shall be 5850 T.G. Lee Boulevard, Suite 400, Orlando, Florida 32822, but this corporation may establish such other offices and branch offices within or without the State of Florida as may be necessary or as may be determined by the board of directors.

ARTICLE III

The amount of capital stock authorized by this corporation shall be 7,500 shares with a par value of \$1.00 per share.

ARTICLE IV

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

ARTICLE V

This corporation shall be managed by a board of directors no less than 1 nor more than 9 who need not be stockholders of the corporation. The names and street addresses of the members of the first board of directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

FILED
95 AUG -2 4:10:55
CLERK OF COURT
JULY 20, 1995

John L. Casey
Suite 400
5850 T.G. Lee Boulevard
Orlando, Florida 32822

ARTICLE VI

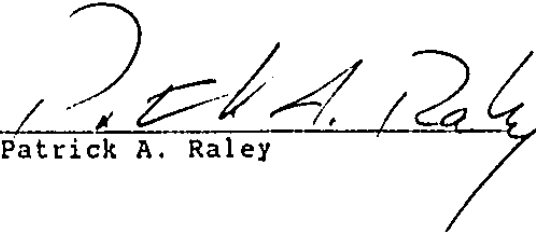
The name and street address of the incorporator is:

Patrick A. Raley
180 S. Knowles Avenue, Suite 7
Winter Park, Florida 32789

ARTICLE VII

Patrick A. Raley, located at Suite 7, 180 South Knowles Avenue, Winter Park, Florida 32789, has been named as the corporation's agent to accept service of process within this State. Said agent has accepted the request to act in this capacity.


IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal on August 1, 1996.


Patrick A. Raley

STATE OF FLORIDA:
COUNTY OF ORANGE:

ON THIS DAY personally appeared before me, the undersigned officer, PATRICK A. RALEY, personally known to me to be the individual described in and who executed the foregoing, who did not take an oath but acknowledged executing the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on August 1, 1996.





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the corporation
submits:

That CASEY HOLDINGS, INC., a corporation organized under the
laws of the State of Florida, has named PATRICK A. RALEY, located
at Suite 7, 180 South Knowles Avenue, Winter Park, County of
Orange, State of Florida, as its agent to accept service of process
within this state.

By: Patrick A. Raley
Patrick A. Raley, Incorporator

ACKNOWLEDGMENT BY DESIGNATED AGENT

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

By: Patrick A. Raley
Patrick A. Raley
Resident Agent

P96000064674

INFANTINO AND BERMAN
ATTORNEYS AT LAW

Jed Berman
Thomas V. Infantino

Patrick A. Raley
James W. Kline

Suite 7
180 South Knowles Avenue
Winter Park, Florida
32789
Tel (407) 844-4078
Fax (407) 844-4128

Mailing Address:
P.O. Drawer 80
Winter Park, Florida
32789-0080

August 12, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400001922214
-08/14/96--01090--011
*****87.50 *****87.50

Re: CASEY HOLDINGS, INC.

Dear Sir:

Enclosed are an original and one copy of articles of amendment to the articles of incorporation of the above-named corporation for filing.

Also enclosed is a check in the amount of \$87.50 for the filing of the articles of amendment and a certified copy of the articles of amendment.

Sincerely,

Patrick A. Raley
Patrick A. Raley

PAR:sb

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 14 AM 9:32

Amend

TEL AUG 16 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 14 AM 9:32

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
CASEY HOLDINGS, INC.

The undersigned, being the incorporator of CASEY HOLDINGS, INC., a corporation organized and existing under and by virtue of the Florida Business Corporation Act, does hereby certify:

FIRST: That Article III of the articles of incorporation be and is hereby amended to read as follows:

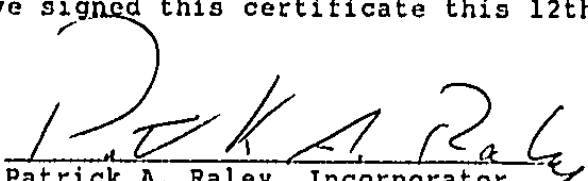
"ARTICLE III

The amount of capital stock authorized by this corporation shall be 10,000 shares with a par value of \$0.01 per share."

SECOND: That this amendment was duly adopted by the incorporator pursuant to Florida Statute 607.1005 prior to the issuance of any shares in the corporation.

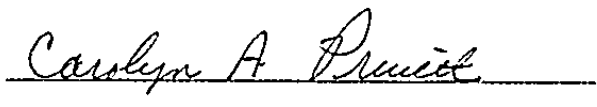
IN WITNESS WHEREOF, I have signed this certificate this 12th day of August, 1996.

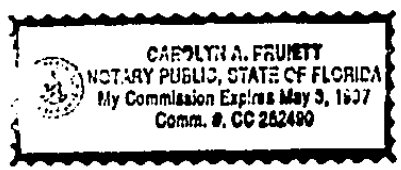
(SEAL)


Patrick A. Raley, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of August, 1996 by Patrick A. Raley, incorporator, on behalf of the corporation. He is personally known to me and did not take an oath.





P96000064674

INFANTINO AND BERMAN
ATTORNEYS AT LAW

Jed Berman
Thomas V. Infantino

Patrick A. Raley
James W. Kline

Suite 7
180 South Knowles Avenue
Winter Park, Florida
32789

Tel (407) 644-6676
Fax (407) 644-6186

Mailing Address:
P.O. Drawer 80
Winter Park, Florida
32789-0080

December 9, 1996

700002025927--4
-12/11/96--01048--008
*****87.50 *****87.50

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: CASEY HOLDINGS, INC.

Dear Sir:

Enclosed for filing are articles of amendment to the articles of incorporation of the above-named corporation.

Also enclosed is a check in the amount of \$87.50 for the amendment fee and for return of a certified copy of the articles of amendment.

Sincerely,

Patrick A. Raley
Patrick A. Raley

PAR:sb

Enclosures

FILED
96 DEC 11 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 12/18
Amex

CERTIFICATE OF AMENDMENT
ARTICLES OF INCORPORATION OF
CASEY HOLDINGS, INC.

FILED
96 DEC 11 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the president and secretary of CASEY HOLDINGS, INC., a corporation organized and existing under and by virtue of the general corporation laws of the State of Florida,

DO HEREBY CERTIFY:

FIRST: That Article III of the Certificate of Incorporation be and is hereby amended to read as follows:

ARTICLE III - The amount of capital stock authorized by this corporation shall be 10,000,000 shares for the par value of \$ 0.001 per share.

SECOND: This amendment was duly adopted by vote of a sufficient number of the shareholders of the sole class of outstanding common stock of the corporation required for approval at a special meeting given pursuant to notice and held on November 1, 1996.

IN WITNESS WHEREOF we have signed this certificate this 1st day of November, 1996.

(SEAL)

Attest:



John L. Casey, President



John L. Casey, Secretary