

P96000074232

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8070
 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 _____

Order No.: _____ Express Mail No. _____

Rate Fee \$ _____ Our \$ _____

RE: Allied Capital International
Inc.

	U.O. 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 checked="" type="checkbox"/> () Cert. Copy(s)		

<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U B-		
<input type="checkbox"/> Fictitious Name File		

<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Statement		
<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 Prep.		
<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

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	9/6/96		
TIME	1:20		
BY	CD		

WALK-IN
 Will Pick Up

9/6/96

**ARTICLES OF INCORPORATION
OF
ALLIED CAPITAL INTERNATIONAL, INC.
a Florida Corporation**

FILED
96 SEP -6 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is **ALLIED CAPITAL INTERNATIONAL, INC.**

ARTICLE II - MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and principal office of this Corporation shall be:

2121 Ponce de Leon Boulevard
Suite 1020
Miami, Florida 33134

ARTICLE III - DURATION

The period of its duration is perpetual.

ARTICLE IV - PURPOSE

The purpose is to engage in all lawful activity.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the corporation is AMKG Registered Agents, Inc. and the initial registered office of this corporation is 1980 SunTrust International Center, One S.E. Third Avenue, Miami, Florida 33131.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased, from time to time, by an amendment of the By-Laws of this corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

NAME

ADDRESS

Peter Conway

2121 Ponce de Leon Boulevard
Suite 1020
Miami, Florida 33134

ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

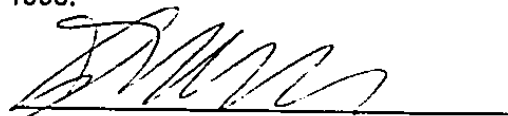
Arturo J. Aballi, Jr.

1980 SunTrust International Center
One S.E. Third Avenue
Miami, Florida 33131

ARTICLE X - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of September, 1996.



Arturo J. Aballi, Jr.
Incorporator

CERTIFICATE OF REGISTERED AGENT

OF

ALLIED CAPITAL INTERNATIONAL, INC.

a Florida Corporation

FILED
96 SEP -6 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted, in compliance with said Act:


That ALLIED CAPITAL INTERNATIONAL, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named AMKGS Registered Agents, Inc. of 1980 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 5th day of September, 1996.

AMKGS Registered Agents, Inc.

By: 
ARTURO J. ABALLI, JR.
President