

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 3.
 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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Universal Seals
Inc

	C.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Original-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"/> C U B-		
<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 Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

200001945852
 -09/12/96-01012-018
 ***122.50 ***122.50

96 SEP 12 PM 1:46
 RECEIVED
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

FILED

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

WALK-IN Will Pick Up 9/12
9/12

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
OF
UNIVERSAL SEALS, INC.

FILED
96 SEP 12 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be Universal Seals, Inc. and its business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and its principal place of business shall be 26 Harbor Lake Circle, Safety Harbor, Florida 34695 or such other place as from time to time is designated.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE III - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporation's primary business shall be general business, and every other act or thing incidental or pertaining to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted by law.

ARTICLE IV - STOCK CLAUSE

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS AND RELATED MATTERS

Each holder of shares of this corporation shall have the first right to purchase shares of this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares held at the time bears to the total number of shares outstanding exclusive of treasury shares. This right shall be

deemed waived by any shareholder who does not exercise it and pays or the shares preemptive within thirty days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue and inviting him to exercise his preemptive rights.

ARTICLE VI - OFFICERS AND DIRECTORS

The business and affairs of the corporation shall be conducted and managed by a Board of Directors who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Initial President / Director: Shirley Whitney
26 Harbor Lake Circle
Safety Harbor, FL 34695

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial Registered Office of this corporation is 36358 U.S. Highway 19 North, Palm Harbor, FL 34684. The name of the initial registered agent of this corporation at that address is JAMES J. SPANOLIOS, ESQ.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

ARTICLE XII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

ARTICLE XIII - INCORPORATOR

The address of the Incorporator of this corporation is 26 Harbor Lake Circle, Safety Harbor, FL 34695. The names of the Incorporators of this corporation at that address are Shirley and John Whitney.

IN WITNESS WHEREOF, WE, the undersigned Incorporators, for the purpose of forming a corporation to do business in the State of Florida, under the Laws of the state of Florida, do make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and set my hand and seal this 27 day of Feb., 1996.

Shirley A. Whitney
Shirley Whitney

John Whitney
John Whitney

BEFORE ME, the undersigned authority, personally appeared SHIRLEY WHITNEY and JOHN WHITNEY, personally known to me or who produced as Identification: _____ and who did take an oath, after first being duly sworn, deposes and says that the things and matters contained in the Articles of Incorporation are true and correct and that they executed the same for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 27 day of Feb., 1996.



J SPANOLIOS
My Commission OCS49481
Expires Apr. 22, 2000

J. Spanolios
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE
AND NAMING AN AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Florida Statute, the following is submitted:

That Universal Seals, Inc. organized under the laws of the state of Florida, with its principal place of business being:

26 Harbor Lake Circle, Safety Harbor, FL 34695

has named as its registered agent to accept process within this State

James J. Spanollos, Esq.
36358 U.S. Highway 19 North,
Palm Harbor, FL 34684

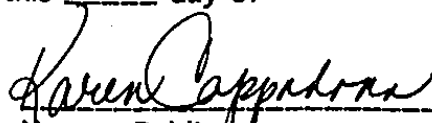
ACCEPTANCE

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


James J. Spanollos, Esq.

BEFORE ME, the undersigned authority, personally appeared, James J. Spanollos, Esq. personally known to me or who produced as identification: FL. Drivers Lic., and who did take an oath, after first being duly sworn, deposes and says that the things and matters contained in the Articles of Incorporation are true and correct and that he executed the same for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 27 day of August, 1996.


Notary Public



Karen Cappadona
MY COMMISSION # 00555373 EXPIRES
May 16, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SEP 12 PM 1:46
CLERK OF STATE
TALLAHASSEE, FLORIDA