

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 \$ _____

RE: Manning, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" 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 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 Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS _____		

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

WALK-IN Will Pick Up 9/17/2000 AKK 9/17

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
MANINGUE, INC.

FILED
96 SEP 17 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RUI MANUEL CLAUDIO, the undersigned, hereby associate **MANINGUE, INC.**
for the purpose of becoming a corporation for profit under the laws of the State of Florida, and
do certify that **MANINGUE, INC.** have become such corporation under and pursuant to the
following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: **MANINGUE, INC.**

ARTICLE II

The general nature of the business to be transacted and carried on by this corporation and
its object and purpose is: To transact any and all lawful business regardless of its nature or
description.

ARTICLE III

The maximum number of shares which this corporation shall be authorized to issue and
have outstanding at one time shall be limited to One Hundred (100) shares of common stock, Ten
Dollars (\$10.00) par value.

The consideration for the issuance of such shares of stock, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the value of the stock to be issued, the same to be fixed and determined by the Board of Directors of this corporation at any meeting of the Board. Whenever any share or shares of stock are issued in consideration of payments to be made in property or in services, the fair and just value of the property to be transferred or the services to be performed or rendered as a consideration for the issuance of said stock, shall be fixed by the Board of Directors of this corporation at any regular meeting of the Board or at any special meeting for which the fixing of that value is one of the purposes for which the meeting is called. The judgment and decision of the Board of Directors pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the corporation and the stockholders thereto. Any and all shares of stock of this corporation shall be issued for the consideration, or for not less than the consideration fixed and determined as aforesaid, whether such consideration be cash, property or services, and any and all shares of this corporation's stock so issued shall be deemed fully paid and non-assessable.

ARTICLE IV

The corporation shall begin business with paid in capital of not less than Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall have a perpetual existence.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this corporation is: 830 N.E. 61st Street, Fort Lauderdale, FL 33334 and the name of the initial registered agent of this corporation is RUI MANUEL CLAUDIO. It shall have the power to transact business in any other place or places both within or outside the State of Florida and throughout the world.

Meetings of the stockholders and directors of this corporation for any and all purposes, including the annual meeting of stockholders may be held at places other than the principal office of the corporation, within or outside the State of Florida, and the place or places for holding of such meeting may be specified in the By-Laws or by the Board of Directors.

ARTICLE VIII

This corporation shall have 3 directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The initial directors of this corporation shall be:

RUI MANUEL CLAUDIO, 830 N.E. 61st Street, Fort Lauderdale, FL 33334

JOSE MANUEL ROMAO, 830 N.E. 61st Street, Fort Lauderdale, FL 33334

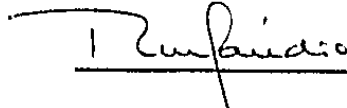
LUIS GODINHO LOPES, 830 N.E. 61st Street, Fort Lauderdale, FL 33334

ARTICLE IX

The person signing these Articles of Incorporation is:

RUI MANUEL CLAUDIO, 830 N.E. 61st Street, Fort Lauderdale, FL 33334

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of September, 1996.




RUI MANUEL CLAUDIO

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RUI MANUEL CLAUDIO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County last aforesaid, on this 16th day of September, 1996.



NOTARY PUBLIC

My Commission expires:



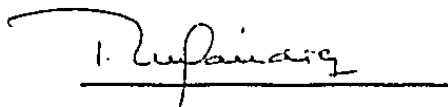
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
compliance with said Act:

First - - that **MANINGUE, INC.** desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation at 830
N.E. 61st Street, Fort Lauderdale, FL 33334, has named RUI CLAUDIO of said address, as its
agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


RUI CLAUDIO

FILED
96 SEP 17 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA