

CAPITAL CONNECTION, INC.

417 N. 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 _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED

96 SEP 24 AM 11:39

DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED
 DATE 9/24
 TIME _____ CK No. _____
 BY _____

WALK-IN
 Will Pick Up 11:20 AKB 9/24

11-2329-7 PONDERS INC., THOMASVILLE, GA.

FILE: Clam Bayou Development
Corporation

	C.O. FEE.	DISBURSED
Capital Express™		
Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
() Cert. Copy (a) <u>Photo</u>		
Art. of Amend. Filing		
Dissolution/Withdrawal		
O U B.		
Plaintiff Name Filing		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filing		
UCC 11 Search		
UCC 11 Retrieval		
Filing No.'s, Copies		
Counter Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
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
OF
CLAM BAYOU DEVELOPMENT CORPORATION

FILED
96 SEP 24 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

1.1. The name of the corporation is CLAM BAYOU DEVELOPMENT CORPORATION.

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 1000 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial registered office of this corporation is 5999 Central Avenue, Suite 202, St. Petersburg, FL 33710, and the name of the initial registered agent of this corporation is D & B Corporate Services, Inc.

6.2 The corporation's initial principal place of business will be:

12125 Fifth Street East
Treasure Island, FL 33706

ARTICLE VII

Initial Board of Directors

7.1 This corporation shall have four directors initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The names and addresses of the initial directors of this corporation:

Richard R. Feinberg, Sr.
12125 Fifth Street East
Treasure Island, FL 33706

Eileen A. Hallissey
891 E. Oak Road
Vineland, NJ 08360

Shirley J. Feinberg
12125 Fifth Street East
Treasure Island, FL 33706

Matthew J. O'Rourke
c/o Price Waterhouse
68 Willow Road
Menlo Park, CA 94025

ARTICLE VIII

Incorporator

8.1 The name and address of the person signing these Articles is:

Brian P. Deeb
5999 Central Avenue, Suite 202
St. Petersburg, FL 33710

ARTICLE IX

Indemnification

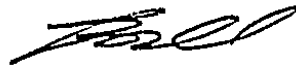
9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of September, 1996.

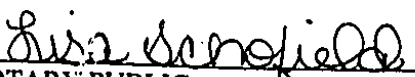


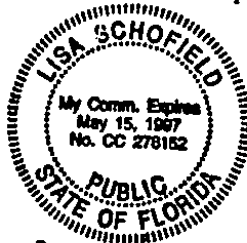
Brian P. Deeb

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Brian P. Deeb, well known to me to be the person described above, and who did take an oath and acknowledge to me that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 23 day of September, 1996.


NOTARY PUBLIC
My Commission Expires:



CONSENT OF REGISTERED AGENT

FILED
96 SEP 24 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent for **CLAM BAYOU DEVELOPMENT CORPORATION**, at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

By: 

BRIAN P. DEEB, ESQUIRE

Director

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared BRIAN P. DEEB, ESQUIRE, who is personally known to me and who did take an oath and acknowledge that he executed the foregoing Consent of Registered Agent for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 23 day of September, 1996.


NOTARY PUBLIC

My Commission Expires:

