

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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Scitilop, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. Fila		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Fila		
<input type="checkbox"/> Foreign Corp. Fila		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Fila		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name Fila		
<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 Fila		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Fila 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		

4100001902454
 -10/02/96-01024-002
 ***\$70.00 ***\$70.00

98 OCT -2 AM 10:17
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY PAK _____

WALK-IN
 Will Pick Up 102 1100 AB 10/2

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

RECEIVED
 96 OCT -2 AM 9:42
 DIVISION OF CORPORATION

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
SCITILOP, INC.**

FILED
96 OCT -2 AM 10:17
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:

**FIRST
NAME**

The name of the corporation is: **SCITILOP, INC.**

**SECOND
DURATION**

The period of duration of the corporation is perpetual.

**THIRD
PURPOSE**

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

**FOURTH
SHARES**

The aggregate number of shares that the corporation shall have the authority to issue is 100,000 shares of common stock.

**FIFTH
REGISTERED AGENT**

The initial street address in Florida of the initial registered office of the corporation is 2301 Park Avenue, Suite 404, Orange Park, Florida 32073, and the name of the initial registered agent at such address is Barry J. Fuller.

The principal place of business of this corporation is 2301 Park Avenue, Suite 404, Orange Park, Florida 32073.

SIXTH
PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

SEVENTH
INITIAL INCORPORATOR

The name and address of the initial incorporators are as follows:

NAME

Barry J. Fuller

ADDRESS

2301 Park Avenue, Suite 404
Orange Park, Florida 32073

EIGHTH
CUMULATIVE VOTING


The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or as Vice President of said corporation not less than 24 hours prior to the time set for the holding of a

shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

NINTH
AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders meeting, with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange Park, Clay County, Florida this 30th day of September, 1996.

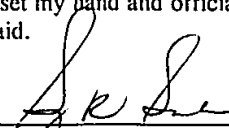


Barry J. Fuller

**STATE OF FLORIDA
COUNTY OF CLAY**

Before me, the undersigned authority, personally appeared Barry J. Fuller, to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes described therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30th day of September, 1996 in the County and State aforesaid.



NOTARY PUBLIC
My Commission Expires:


SUZANNE R. SONKE
Notary Public, State of Florida
My Comm. expires Nov. 16, 1999
Comm. No. CC 493770

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is: SCITILOP, INC. Name and address of the registered agent and office is:

Barry J. Fuller
2301 Park Avenue, Suite 404
Orange Park, Florida 32073


Barry J. Fuller
Incorporator
September 30, 1996

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Barry J. Fuller
September 30, 1996