

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 \$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE 10/2/96
 TIME _____ CK No. _____
 BY _____

WALK-IN
 Will Pick Up 8:30 AKB 10/2

11-2329-7 PENDER'S INC., THOMASVILLE, GA.

RE: Wagner & Schilling Inc.

	C.C. 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"/> 1 Copy(s) <u>Photo</u>		
<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 Kill		
<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

96 OCT -2 AM 10:56
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATION
 RECEIVED
 FILED

ARTICLES OF INCORPORATION

OF

WAGNER & SCHILLING INC.

FILED
96 OCT -2 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

WAGNER & SCHILLING INC.

The address of the principal office of this corporation shall be:

19635-49 South State Road 7

Boca Raton, Florida 33498

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, \$.01 par value per share.

ARTICLE IV
INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The name of the initial directors of this corporation are:

BROCKETT C. WAGNER
HENRY W. SCHILLING, III

ARTICLE V
REGISTERED AGENT

The name and street address of the initial registered agent of the corporation shall be:

Jeffrey G. Klein
2600 N. Military Trail
Suite 270
Boca Raton, Florida 33431

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

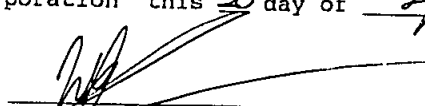
ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

JEFFREY G. KLEIN, ESQUIRE
SUITE 270
2600 NORTH MILITARY TRAIL
BOCA RATON, FLORIDA 33431

IN WITNESS WHEREOF, I have made and subscribed these
Articles of Incorporation this 25th day of September, 1996



JEFFREY G. KLEIN, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP

FILED
96 OCT -2 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JEFFREY G. KLEIN, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing CERTIFICATE, is familiar with and accepts the obligation of the position of Registered agent under Section 607.0505, Florida Statutes.


JEFFREY G. KLEIN, REGISTERED AGENT