

PA6000096393

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

RE: Planet USA Inc.

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 \$ _____

	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 checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input checked="" 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 _____

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

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
ME _____ CK No. _____

10% 12.00 10/21

ARTICLES OF INCORPORATION

OF

PLANET USA INC.

FILED
96 OCT 18 AM 8:41
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR(S), FOR PURPOSE OF FORMING A CORPORATION
UNDER THE THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S)
THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

PLANET USA INC.

ARTICLE II - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION
SHALL BE:

2954 N.W. 27TH ST.
OAKLAND PARK, FL. 33311

ARTICLE III - CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO
HAVE OUTSTANDING AT ANY ONE TIME IS:

ONE THOUSAND COMMON SHARES AT ONE DOLLAR PAR.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

DAVID LADIN
2954 N.W. 27TH ST.
OAKLAND PARK, FL. 33311

ARTICLE V- INCORPORATOR(S)

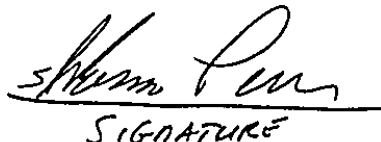
THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS (ARE):

- 1) DAVID LADIN
6650 LANDINGS DRIVE.
SUNRISE, FL. 33319
- 2) SHLOMO PEER
10010 W. REFLECTION BLVD. #101
SUNRISE, FL. 33351

THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 16TH OCTOBER, 1996.



SIGNATURE



SIGNATURE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

FILED
96 OCT 18 AM 8:41
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0601 OR 617.0601,
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:

PLANET USA INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

DAVID LADIN

(NAME)

2954 N.W. 27TH ST.

(P.O. BOX NOT ACCEPTABLE)

OAKLAND PARK, FL. 33311

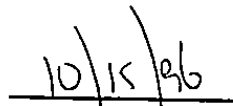
(CITY/STATE/ZIP CODE)

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.

SIGNATURE

_____

DATE

_____