

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 \$ _____

NOTED
 11/5/96
 11/5/96

RE: STA Shell, 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 checked="" type="checkbox"/> Foreign Corp. File		
<input 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.		

FILED
 96 NOV -5 AM 9:17
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE 11/4 _____
 TIME _____
 BY _____ CK No. _____

WALK-IN
 Will Pick Up 9:00 11/5

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

FILED
96 NOV -5 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of such corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name: The name and address of the Corporation is: _____

S&A Shell, Inc. 216 S. Ponce DeLeon St. Augustine, FL 32084

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office is: _____

6061 Merrill Rd. Jacksonville, FL 32277

and the name of the initial registered agent is:

Nancy P. Quittar

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Nancy P. Quittar

ARTICLE III

DURATION: The existence of this Corporation shall begin on Date of Filing, and thereafter the Corporation shall have perpetual existence.

PURPOSE: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

CAPITAL STOCK: The Corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 10000 and the par value of each share is .01.

ARTICLE VI

BOARD OF DIRECTORS: The initial board of director(s) shall consist of 2 member(s). The name and mailing address of the person who is to serve as director is:

Name: Chailesh Amin & Anil Goswami

Address: _____

ARTICLE VII

INCORPORATOR: The name and address of the incorporator is:

Name: Nancy P. Quitter

Address: 6061 Merrill Rd. Jacksonville, FL 32277

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the 28 day of October, 19 96.

Nancy P. Quitter
Incorporator (Signature)

STATE OF FLORIDA
COUNTY OF Duval

Before me, the undersigned authority, personally appeared Nancy Quitter.

Who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Jacksonville in said County and State this 28 day of October, 19 96.

J. H. Elkins, Jr.
Notary Public
STATE OF FLORIDA

My commission expires:

