

896000096876

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 \$ _____

95 DEC -2 AM 10:30

RECEIVED

AL DEC -2 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAP _____

WALK-IN
Will Pick Up 122 1100

RE: Depture's Investment
Holding Company, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation	800002016648--6 -12/02/96-01009-018	
Annual Report/Reinstatement	****122.50	****122.50
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS _____

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

RECEIVED
95 DEC -2 AM 9:13

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

FILED

96 DEC -2 AM 10:30

STATE
OF FLORIDA

ARTICLES OF INCORPORATION

OF

NEPTUNE'S INVESTMENT HOLDING COMPANY, INC.

ARTICLE I - NAME

The name of this Corporation is NEPTUNE'S INVESTMENT HOLDING COMPANY, INC.

ARTICLE II - PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION

The principal office and mailing address of the Corporation is Neptune's Hideaway Motel,
104180 Overseas Highway, Key Largo, FL 33037.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one class of stock. The capital stock authorized,
the par value thereof and the characteristics of such stock shall be as follows:

1000 shares of common stock. All shares shall be voting shares. There shall be no more
than 35 shareholders at any one time.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The initial registered office is located at LAW OFFICES OF DIANE M. McGUIRE, P.O. Box 1062, 103400 Overseas Hwy., Suite 201, Key Largo, Florida 33037. The name of the initial registered agent of this Corporation at that address is DIANE M. McGUIRE, Esquire. Said registered agent is familiar with and accepts the obligations of that position.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is Diane M. McGuire, Esquire, LAW OFFICES OF DIANE M. McGUIRE, 103400 Overseas Highway, Suite 201, P.O. Box 1062, Key Largo, Florida 33037.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this Corporation is:

	<u>NAME</u>	<u>ADDRESS</u>
1.	JACK VANDELAAR	104180 Overseas Hwy. Key Largo, Florida 33037
2.	JANA VANDELAAR	104180 Overseas Hwy. Key Largo, Florida 33037
3.	CARL DILLEY	Baskin International Dept. PTY 1556 P.O. Box 025207 Miami, Florida 33102

4. DON MITCHELL

Baskin International Dept. PTY 1556
P. O. Box 025207
Miami, Florida 33102

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director,
to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 27th day of November, 1996.

Diane McGuire
DIANE M. McGUIRE
INCORPORATOR

STATE OF FLORIDA)
)
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 27th day of November, 1996,
by DIANE M. McGUIRE, who is personally known to me or who has produced
_____ as identification and who (did) (did not)
take an oath.



LAURIE SCANLON, NOTARY PUBLIC

Laurie Scanlon
Signature of Notary Public

My Commission Expires:

FILED

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

96 DEC -2 AM 10:30

STATE
FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: _____

Neptune's Investment Holding Company, Inc.

2. The name and street address of the registered agent and office is: Diane M. McGuire

Law Offices of Diane M. McGuire

103400 Overseas Highway, Suite 201

Key Largo, Florida 33037

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.

Diane M. McGuire