CAPITAL CONNECTION, INC. OCOO9770C

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

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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



RECEIVED

FLORIDA DEPARTMENT OF STATE Sandra B. Mortham

Secretary of State (1788)

December 3, 1996

CAPITAL CONNECTION P.O. BOX 10349 TALLAHASSEE, FL 32302

SUBJECT: CARDOSO & SUTTON COMPANY

Ref. Number: W96000025184



We have received your document for CARDOSO & SUTTON COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt Corporate Specialist

Letter Number: 096A00054111

FILE

96 DEC -4 PM 2: 37

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF CARDOSO & SUTTON COMPANY

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I, Name
The name of the corporation shall be:
Cardoso & Sutton Company

Article II, Mailing Address
The mailing address of this corporation shall be:
5850 Lakehurst Dr. # 100 - Orlando, FL., 32819

Article III, Shares
The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 Shares with \$ 1.00 Par Value.

Article IV, Initial Registered Agent and Street Address The name and address of the initial registered agent is: Edegar A. Pinto 5850 Lakehurst Dr. # 100 - Orlando, FL., 32819

Article V, Incorporator.

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

Edegar A. Pinto Address 5850 Lakehurst Drive suite 100, Orlando, FL., 32819.

Continuation, Page 2

Article VI, Purpose.

The purpose of this corporation shall be to invest in real estate, develop and lease properties, as well as to be the representative of other companies if so is desired. This Corporation will trade with international and national corporations and individuals alike, always respecting the regulations existing in those areas. These objectives should not affect the capability to do all other businesses under the Laws of the United States of America and the State of Florida.

Article VII, Initial Board of Directors and Officers.

The names and Post Office Addresses of the members of the first board of directors and Officers are:

Luiz A. Cardoso - President and Director Donald A. Sutton - Vice - President, Treasurer, Secretary and Director

Postal address at: 5850 Lakehurst Dr. # 100 - Orlando, FL., 32819.

Continuation, Page 3

Affidavit

State of Florida, Orange County.

Before me this day personally appeared Edegar A. Pinto, who being duly sworn, depose and say that he is the incorporator of Cardoso & Sutton Company, and is hereby duly authorized, responsible and apt to incorporate according to the Statutes or the State of Florida.

Edegar A. Pinto

Sworn to and subscribed before me this November 22, 1996.

Notary Public

DONALD A. SUTTON Notary Public, State of Florida My Comm. Expires May 31, 1998 No. CC 376691 Bonded Thru Official Natury Bernice

CERTIFICATE UP DESIGN. 96 DEC -4 PH 2:37 REGISTERED AGENT/REGISTERED OFFICE TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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.

7.	The name of the corporation is: CARDOSO COMPANY
2.	The name and address of the registered agent and office is:
	Edegar A. Pinto
	(Name)
	5850 Lakehurst Dr. #100
	(P.O. Box not acceptable)
	ORLANDO, FL 32819
	(City/State/Zip)

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 parformance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Signature)

STATE OF FLORIDA COUNTY OF DRANCE

The foregoing instrument was acknowledged before me this 2 day of DEC 1996 by FIRE AR

Personally Known OR Produced Identification Type of Identification Produced_

DONALD A. SUTTON Notary Public, State of Florida My Comm. Expires May 31, 1998 No. CC 376691 Bonded Thru Official Notary Bernice