

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 \$ _____

EFFECTIVE DATE

1-1-97

FILED

96 DEC -5 PM 4:13

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DEC -5 1996

EFFECTIVE DATE

1-1-97

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>11-21-96</u>	_____	_____
TIME	<u>2:00</u>	_____	CK No. _____
BY	<u>CD</u>	_____	_____

WALK-IN
 Will Pick Up _____

RE: California Customs, 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 type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" 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.	_____	_____
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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 22, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: CALIFORNIA CUSTOMS, INC.
Ref. Number: W96000024743

We have received your document for CALIFORNIA CUSTOMS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 096A00053091



EFFECTIVE DATE
1-1-97

ARTICLES OF INCORPORATION

OF

CALIFORNIA CUSTOMS, INC.

The undersigned subscribers to these Articles of Incorporation, nat
competent to contract, hereby form a corporation under the laws of the State of
Florida.

ARTICLE I: NAME

The name of this corporation is: CALIFORNIA CUSTOMS, INC.

ARTICLE II: NATURE OF BUSINESS

This corporation is organized for the purpose of transacting all lawful business
for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any one time is One Thousand (1,000) shares of common stock having a
nominal par value of Ten Dollars (\$10.00) per share.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less
than One Hundred Dollars (\$100.00).

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence, and its existence shall commence
on January 1, 1997.

ARTICLE VI: ADDRESS

The initial post office address of the principal office of this corporation is
4312 W. Jackson Street, Pensacola, Florida 32506. The Board of Directors may from
time to time move the principal office to any other address in Florida.

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4312
W. Jackson Street, Pensacola, Florida 32506 and the name of the initial registered
agent of this corporation at that address is RALPH E. GILL.

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TALLAHASSEE, FLORIDA

ARTICLE VIII: INITIAL DIRECTORS

The names and addresses of the initial directors are:

CHRISTINA A. GILL
7530 Tonto Street
Pensacola, Florida 32526

Ralph W. Hanson, Jr.
7551 Tonto Street
Pensacola, Florida 32526

ARTICLE IX: SUBSCRIBERS

The names and post office addresses of the subscribers to these Articles of Incorporation are:

CHRISTINA A. GILL
7530 Tonto Street
Pensacola, Florida 32526

RALPH W. HENSON, JR.
7551 Tonto Street
Pensacola, Florida 32526

ARTICLE X: DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

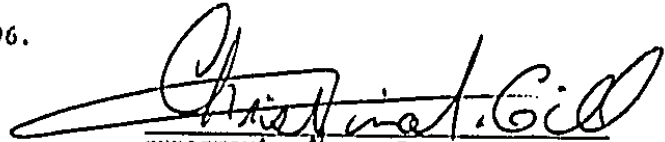

ARTICLE XI: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a simple majority of the stockholders entitled to vote thereon.

ARTICLE XII: TRANSFER OF STOCK

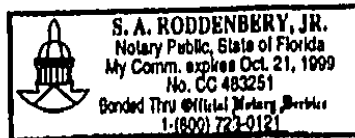
No stockholder, or the personal representative of any deceased stockholder, shall transfer stock in this company without first notifying the company of the name of the proposed transferee and obtaining the consent of the Board of Directors for said transfer under limitations and provisions of the corporate by-laws. Furthermore, the stockholders of this corporation may include in any agreement between themselves any limitations upon the transferability, pledge or assignment of the corporation stock, as well as to confer upon the stockholders preemptive rights of purchase as conditions precedent to the sale of stock.


IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 18 day of November, 1996.


CHRISTINA A. GILL

RALPH W. HENSON, JR.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

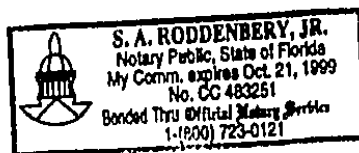
The foregoing instrument was acknowledged before me this 18 day of November, 1996 by CHRISTINA A. GILL, who is personally known to me or who has produced FLORIDA DRIVERS LICENSE as identification.





S. A. RODDENBERRY, JR.
NOTARY PUBLIC, State of Florida
My Commission Number: CC483251
My Commission Expires: 10/21/99

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 18 day of November, 1996 by RALPH W. HENSON, JR., who is personally known to me or who has produced FLORIDA DRIVERS LICENSE as identification.




S. A. RODDENBERRY, JR.
NOTARY PUBLIC, State of Florida
My Commission Number: CC483251
My Commission Expires: 10/21/99

REGISTERED AGENT'S CERTIFICATE

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted in compliance with said act:

That CALIFORNIA CUSTOMS, INC., desiring to organize under the laws of the State of Florida, with its registered office at 4312 W. Jackson Street, Pensacola, Florida 32506, has named RALPH E. GILL as its registered agent to accept service of process within this State.

DATE: November 18, 1996.

Ralph E. Gill
RALPH E. GILL

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I heroby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the power and complete performance of my duties.

DATE: November 18, 1996.

Ralph E. Gill
RALPH E. GILL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA