

996000/00154

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: Michael Atwell Exports, 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 \$ _____

EFFECTIVE DATE
12/97

FILED
 96 DEC 11 PM 3:47
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

At DEC 11 1996

.....
 REQUEST TAKEN CONFIRMED APPROVED
 DATE 12/11 _____
 TIME _____ CK No. _____
 BY _____

WALK-IN Will Pick Up 1:30 [Signature]

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> 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		
_____ Annual Report/Reinstatement		
_____ 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		

900002026509--7
 -12711795--01089--007
 ****122.50 ****122.50

RECEIVED
 DEC 11 1996
 [Vertical Stamp]

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, 15% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

96 DEC 11 PH 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-2-97

ARTICLES OF INCORPORATION
OF
MICHAEL ATWELL EXPORTS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges, and files with the Department of State the following Articles of Incorporation.

ARTICLE - I

The name of this corporation shall be MICHAEL ATWELL EXPORTS, INC..

ARTICLE II - COMMENCEMENT AND TERM OF EXISTENCE

The existence of this corporation shall begin on JANUARY 2, 1997, and thereafter this corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal place of business or mailing address of this

corporation shall be :

7005 S.W. 138 COURT
MIAMI, FLORIDA 33183

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to issue is ONE HUNDRED THOUSAND (100,000) shares all of which shall be Common Shares having no par value. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation herein authorized, whether issued within six months from the date of incorporation or subsequently issued, that may from time to time be

issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII - INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation shall be:

7005 S.W. 138 COURT
MIAMI, FLORIDA 33183

and the initial registered agent of this corporation at such office shall be MICHAEL A. ATWELL who, upon accepting this designation agrees to comply with the provisions of Sections 48.091, and 607.0505, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The name and street address of the directors constituting the initial Board of Directors of the corporation are:

MICHAEL A. ATWELL
7005 S.W. 138 COURT
MIAMI, FLORIDA 33183

MARGARET A. ATWELL
7005 S.W. 138 COURT
MIAMI, FLORIDA 33183

The members of the initial Board of Directors shall hold office for the first year of the corporation's existence or until their successors are elected or appointed and qualified.

ARTICLE IX - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation's existence or until their successors are elected, are:

President/Treasurer

MICHAEL A. ATWELL
7005 S.W. 138 COURT
MIAMI, FLORIDA 33183

Vice-President/Secretary

MARGARET A. ATWELL
7005 S.W. 138 COURT
MIAMI, FLORIDA 33183

ARTICLE X - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are :

MICHAEL A. ATWELL
7005 S.W. 138 COURT
MIAMI, FLORIDA 33183

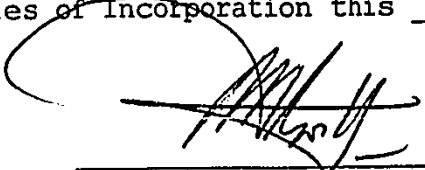
ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify its directors, officers, and agents to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or hereafter prescribed by the laws of the State of Florida and all rights herein conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation this 10th day of December, 1996.



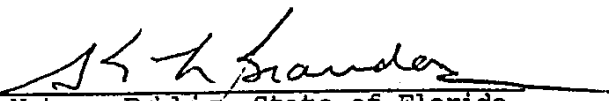
MICHAEL A. ATWELL, Incorporator

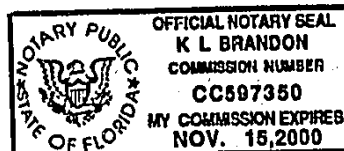
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
MICHAEL A. ATWELL, who is personally known to me, and he
acknowledged to and before me that he executed the foregoing
Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

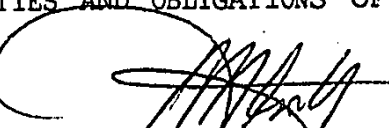
10th day of December, 1996.


Notary Public, State of Florida
Printed Name: K. L. Brandon
My Commission expires: Nov.15, 2000



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR MICHAEL ATWELL
EXPORTS, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF
INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND
I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA
STATUTES.


MICHAEL A. ATWELL
Registered Agent
December 10, 1996

FILED
96 DEC 11 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA