

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 \$ _____

RE: CARRASCO Enterprises, Inc

	O.O. 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"/> O U S- <u>3000002091863--7</u>		
<input type="checkbox"/> Fictitious Name File	<u>-12/18/96--01007--004</u>	
	***122.50	***122.50
<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

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE 12/17/96 _____
 TIME 3:00 _____ CK No. _____
 BY CD _____

WALK-IN
 Will Pick Up _____

ARTICLES OF INCORPORATION
OF
CARRASCO ENTERPRISES, INC.

FILED
96 DEC 17 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Carrasco Enterprises, Inc. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The mailing and street address of the initial registered office of this Corporation is 6220 N.W. 173rd Street, #723, Miami, Florida 33015; and the name of the initial registered agent of this Angel Carrasco, 6220 N.W. 173rd Street, #723, Miami, Florida .

ARTICLE V - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of this Corporation is 6220 N.W. 173rd Street, #723, Miami, Florida 33015.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (2) initial director. The number of directors may be either increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Fernando Carrasco
6220 N.W. 173rd Street
Apt #723
Miami, Florida 33015

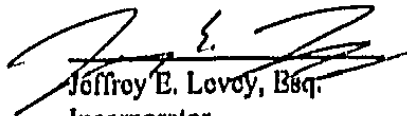
Angel Carrasco
6220 N.W. 173rd Street
Apt # 723
Miami, Florida 33015

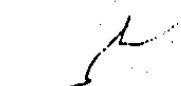
ARTICLE VII - INCORPORATOR

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

Jeffrey E. Levey, Esquire
Jeffrey E. Levey, P.A.
2665 South Bayshore Drive
Suite 1004
Coconut Grove, Florida 33133

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 32 day of November, 1996.


Jeffrey E. Lovoy, Esq.
Incorporator



**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
96 DEC 17 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESSETH:

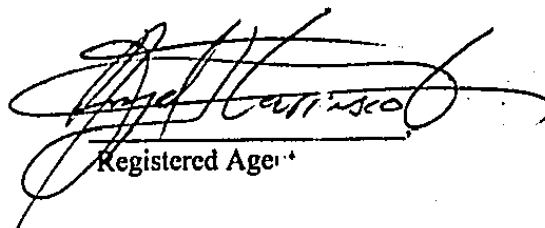
That Carrasco Enterprises, Inc. (the "Corporation"), desiring to organize under the laws of the State of Florida, has named Angel Carrasco as its agent to accept service of process within this state.

Carrasco Enterprises, Inc
c/o Angel Carrasco
6220 N.W. 173rd Street
Apt #723
Miami, Florida 33015

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further, agrees 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.

Dated this 30th day of November, 1996.


Registered Agent