

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
DEC 16 1996

REQUEST TAKEN CONFIRMED APPROVED
DATE 12/18
TIME _____ CK No. _____
BY _____

WALK-IN 1:00
Will Pick Up 12/18

RE: Armedv Holdings, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express SM		
<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"/> (1) Cert. Copy(s)		
<u>Note</u>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input checked="" type="checkbox"/> CUS- G.S.		
<input type="checkbox"/> Fictitious Name File		
<u>000002032810--0</u>		
<input type="checkbox"/> Name Reservation -12/18/96--01091--003		
<input type="checkbox"/> Annual Report/Reinstatement *****78.75 *****78.75		
<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

FILED
96 DEC 18 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 DEC 18 PM 1:09

EFFECTIVE DATE
DEC 16 1996

FILED
96 DEC 18 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMDEV HOLDINGS, INC.

I, the undersigned, being a natural person of legal age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be AMDEV HOLDINGS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the sales of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of

Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To engage in any activity or business permitted under the laws of the United States and of this State.

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. The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 237 Ernestine Street, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is DONALD L. MOORE, JR.

ARTICLE V

INITIAL DIRECTOR

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders.

ARTICLE VI

SUBSCRIBER

The name and street address of the subscriber To these Articles of Incorporation is as follows: Donald L. Moore, Jr., 237 Ernestine Street, Orlando, Florida 32801.

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

ARTICLE VIII

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

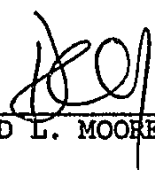
The principal place of business and mailing address to this Corporation shall be: 237 Ernestine Street, Orlando, Florida 32801

ARTICLE IX

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the execution and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, I, the undersigned, being the subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 16th day of December, 1996.



DONALD L. MOORE, JR.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me, this 16th of December, 1996 by DONALD L. MOORE, JR., who (X) is personally known to me or who () has produced _____ as identification.

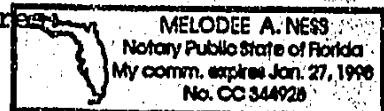


Notary Public

Print Name: MELODEE A. NESS

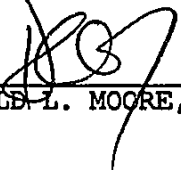
My Commission Number: _____

My Commission Expires: _____



ACCEPTANCE OF REGISTERED AGENT

Having been named in Article IV as Registered Agent to accept service of process for this Corporation at the place designated in Article IV, 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.



DONALD L. MOORE, JR.

Dated: December 16th, 1996.

FILED
96 DEC 18 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA