

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 18 1996

REQUEST TAKEN CONFIRMED APPROVED
 DATE 12/20
 TIME _____ CK No. _____
 BY _____

WALK-IN
 Will Pick Up 1:00 *See 12/20*

RE: *Terra Cool, 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

EFFECTIVE DATE
DEC 18 1996**ARTICLES OF INCORPORATION**

OF

TerraCool, Inc.FILED
96 DEC 20 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is TerraCool, Inc.

ARTICLE II - TERM OF EXISTENCE

This corporation shall begin as of the date of the complete execution and acknowledgment of these Articles, and shall have a perpetual existence.

ARTICLE III - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V - BEGINNING CAPITAL

The amount of capital with which this Corporation shall begin business is One Thousand Dollars (\$1,000.00).

ARTICLE VI - INITIAL ADDRESS

The initial street address of the principal office of this corporation is to be 15438 North Florida, Suite 206, Tampa, Florida 33613-1223. The Board of Directors shall have the power to establish branch offices and to move the principal office to any other location.

ARTICLE VII - NUMBER OF DIRECTORS

The number of Directors of this corporation shall not be less than one (1) nor more than three (3).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until his or her successor is elected and qualified, are as follows:

Robert J. Sabow
15438 North Florida, Suite 206, Tampa, Florida 33613-1223

ARTICLE IX - SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation, who is a natural person competent to contract, are:

Robert J. Sabow
15438 North Florida, Suite 206, Tampa, Florida 33613-1223

ARTICLE X - OFFICERS

The initial officers of this corporation and the names of said officers who are to serve as such until the first meeting of the Board of Directors are:

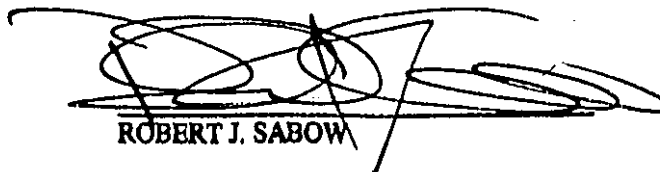
President/ Vice President/Secretary/Treasurer

Robert J. Sabow

ARTICLE XI - DESIGNATION OF RESIDENT AGENT

The Initial Resident Agent of this corporation for the purpose of accepting service of process within this State shall be Lawrence D. Johnson, Esquire, 925 South Denning Drive, Suite 4, Winter Park, Florida 32789.

IN WITNESS WHEREOF, we have set forth our hands and seals this 18th day of December, 1996.



ROBERT J. SABOW

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on the 18th day of December, 1996, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Robert J. Sabow, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, who is personally known to me or who has produced his Florida driver's license as identification, and who did/did not take an oath.



DEBRA RIDLEY
MY COMMISSION # CC342536 EXPIRES
February 3, 1998
BONDED THROUGH TROY FAIR INSURANCE, INC.


Debra Ridley
Notary Public, State of Florida

ACCEPTANCE OF RESIDENT AGENT

FILED
96 DEC 20 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for this Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment and agree to act in this capacity and to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Dated this 18th day of December, 1996.


LAWRENCE D. JOHNSON, ESQUIRE
Resident Agent