

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 \$ _____

file 2nd

Thanks!!

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *[Signature]*

WALK-IN Will Pick Up _____ *[Signature]* *12/23*

RE:

Natsy electric Inc.

53616

	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

AFFIDAVIT

The undersigned, having been duly sworn, deposes and says:

1. Affiant is the President, sole Director and sole shareholder of Katsy Electric Inc., a Florida corporation (the "Corporation").

2. Affiant has signed Articles of Dissolution of the Corporation which are being filed with the Florida Department of State.

3. For business and/or tax reasons, immediately following dissolution of the Corporation by the filing of the Articles of Dissolution, affiant will cause new Articles of Incorporation to be filed with the Florida Department of State creating a new Florida business corporation bearing the same name as the dissolved Corporation.

4. So that the Articles of Incorporation for the new corporation may be filed immediately following dissolution of the Corporation, affiant provides this Affidavit declaring that it is not intended that the Articles of Dissolution of the Corporation be revoked.


Further affiant sayeth not.


Anthony A. Katsarelas

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 26th December, 1996, by Anthony A. Katsarelas, who is personally known to me or who has produced FI ID K326-001-62-342-6 as identification and who did take an oath.

(SEAL)


Notary Public
Commission # 2-2898
My Commission Expires:



DIANE J. REITZ
MY COMMISSION # CC380908 EXPIRES
February 28, 1998
BONDED THRU TROY FARM INSURANCE, INC.

FILED
96 DEC 23 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

KATSY ELECTRIC, INC.

THE UNDERSIGNED SUBSCRIBER TO THE ARTICLES OF INCORPORATION,
A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE:

KATSY ELECTRIC, INC.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:

3327 Tanglewood Drive
Sarasota, Fl. 34239

ARTICLE II. NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE OR TRANSACT IN ANY OR ALL LAWFUL
ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED
STATES, THE STATE OF FLORIDA OR ANY OTHER STATE, TERRITORY OR
NATION.

ARTICLE III. CAPITAL STOCK

THE TOTAL NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS SEVEN
THOUSAND FIVE HUNDRED (7,500) COMMON SHARES HAVING A PAR
VALUE OF \$1.00 PER SHARE.

2 OF 4

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IN Sarasota COUNTY, FLORIDA, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS ARE AS FOLLOWS:

NAME AND ADDRESS

Anthony A. Katsarelas
3327 Tanglewood Drive
Sarasota, Fl. 34239

ARTICLE V. TERM OF EXISTENCE

THE TERM OF EXISTENCE OF THE CORPORATION SHALL BE PERPETUAL.
CORPORATE EXISTENCE SHALL BEGIN IMMEDIATELY UPON FILING APPROVAL.

ARTICLE VI. SPECIAL PROVISION

IT IS THE INTENT OF THE INCORPORATOR THAT THE CORPORATION WILL QUALIFY UNDER SECTION 1244 OF THE INTERNAL REVENUE SERVICE CODE. THE CORPORATION INTENDS TO FILE AS AN "S" CORPORATION WITH IRS.

ARTICLE VII. INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

Anthony A. Katsarelas
3327 Tanglewood Drive
Sarasota, Fl. 34239

ARTICLE VIII. DIRECTOR(S)

THE NAMES AND ADDRESS OF THE PERSONS WHO SHALL SERVE AS THE INITIAL DIRECTORS OF THE CORPORATION UNTIL THE FIRST ANNUAL MEETING OF THE SHAREHOLDER(S) OR UNTIL A SUCCESSOR IS DULY ELECTED AND QUALIFIED IS AS FOLLOWS:

NAME AND STREET ADDRESS

Anthony A. Katsarelas
3327 Tanglewood Drive
Sarasota, Fl. 34239

ARTICLE IX. OFFICER(S)

THE NAME(S) AND ADDRESS(ES) OF THE PERSON(S) WHO SHALL SERVE AS THE INITIAL OFFICER(S) OF THE CORPORATION IS HEREBY APPOINTED AS FOLLOWS: **NAME(S) AND ADDRESS(ES)**

Anthony A. Katsarelas, President/Treasurer/Secretary
3327 Tanglewood Drive
Sarasota, Fl. 34239

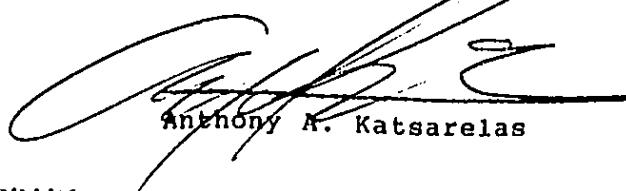
ARTICLE X. SHAREHOLDER(S) MEETINGS AND CORPORATE BOOKS

MEETINGS OF THE SHAREHOLDER(S) MAY BE HELD WITHIN OR WITHOUT THE STATE OF FLORIDA. THE BOOKS OF THE CORPORATION MAY BE KEPT OUTSIDE OF THE STATE OF FLORIDA AT SUCH PLACE OR PLACES AS MAY BE DESIGNATED FROM TIME TO TIME BY THE BOARD OF DIRECTORS.

ARTICLE XI. AMENDMENTS OF ARTICLES

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR AMENDMENT HERETO, IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY STATUTE, AND ALL RIGHTS CONFERRED UPON SHAREHOLDERS HEREIN ARE GRANTED SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED, BEING THE INCORPORATOR
HEREINBEFORE NAMED, FOR THE PURPOSE OF FORMING A CORPORATION
PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT, HAS EXECUTED
THESE ARTICLES OF INCORPORATION THIS 20TH DAY OF December,
1996.


Anthony A. Katsarelas

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN
THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

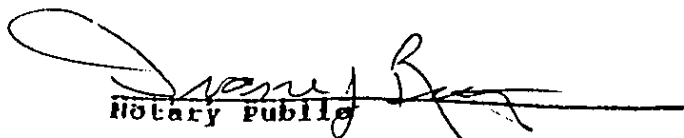
Anthony A. Katsarelas

KNOWN TO ME AND KNOWN TO THE PERSON WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT
HE EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREBY AFFIXED MY HAND AND SEAL,
THE STATE AND COUNTY AFORESAID, THIS 20TH DAY OF Dec, 1996.



DIANE J. REITZ
MY COMMISSION # CC360608 EXPIRES
February 28, 1998
BONDED THRU TROY FAH INSURANCE, INC.


Notary Public

My Commission Expires 2-28-98

