

P96000103328

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
12-23-96

Thanks!!

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN 12/26 12:00
Will Pick Up

RE: 3m Mallory of _____ No 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 checked="" 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	***122.50	***122.50
<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.....	\$

B. REGISTER DEC 26 1996

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

DATE
12-23-96

FILED

ARTICLES OF INCORPORATION

96 DEC 26 AM 10:10

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RM MALLORY, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **RM MALLORY, INC.**

ARTICLE II

PURPOSE

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to
have outstanding at any time is 100,000 shares of common stock of 1.00 Dollar per
share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the
date of execution of these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 18412 Wayne Road, Odessa, Hillsborough County, Florida 33556.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Frank J. Greco, 1715 N. Westshore Boulevard, Suite 750, Tampa, Hillsborough County, Florida 33607. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. This corporation shall have two directors, as follows:

NAME

ADDRESS

Robert M. Mallory, Jr.

18412 Wayne Road
Odessa, FL 33556

Susan Mallory

18412 Wayne Road
Odessa, FL 33556

ARTICLE VII

INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME

ADDRESS

Robert M. Mallory, Jr.

18412 Wayne Road
Odessa, FL 33556

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE IX

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: **ROBERT M. MALLORY, JR.**

Dated this 23 day of December, 1996.


ROBERT M. MALLORY, JR.

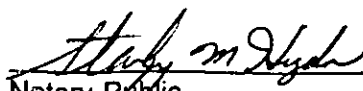
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23rd day of December, 1996, by **Robert M. Mallory, Jr.** who is personally known to me or who has produced Personal Known as identification, and who did take an oath.



STANLEY M. HIGDON
COMMISSION # CC 435925
EXPIRES JAN 30, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public

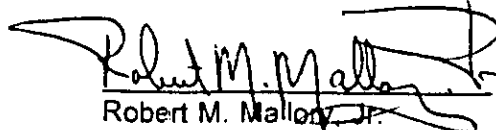


STANLEY M. HIGDON
COMMISSION # CC 435925
EXPIRES JAN 30, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That RM MALLORY, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named FRANK J. GRECO, located at 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607, as its agent to accept service of process within this state.


Robert M. Mallory, Jr.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


FRANK J. GRECO
Registered Agent

FILED
96 DEC 26 PM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA