

997000001210

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

RE: The RARE Olive, Inc

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 \$ _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	1/7/97		
TIME	9:30		CK No. _____
BY	CD		

WALK-IN Will Pick Up _____

See 1/7

	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"/> CUS-		
<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		

97 JAN -7 AM 10:43
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

RECEIVED
 97 JAN -7 AM 9:50
 DIVISION OF CORPORATIONS

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, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE RARE OLIVE, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this corporation is THE RARE OLIVE, INC.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these Articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares all of one class, at \$1.00 par value common stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

The name and address of the initial registered agent and office of this corporation are as follows:

Deborah Shenkman
1601 E. 7th Avenue
Tampa, Florida 33604

The initial street address of the principal office of the corporation in the State of Florida will be:

1601 E. 7th Avenue
Tampa, Florida 33604

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The name and address of the initial director of this corporation is:

Deborah Shenkman
1601 E. 7th Avenue
Tampa, Florida 33604

ARTICLE VII - INCORPORATORS

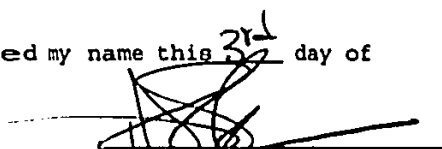
The name and address of the person signing these Articles of Incorporation is:

Deborah Shenkman
1601 E. 7th Avenue
Tampa, Florida 33604

ARTICLE VIII - OFFICERS

Deborah Shenkman	President
Britt Shenkman	Vice-President
Deborah Shenkman	Secretary
Britt Shenkman	Treasurer

IN WITNESS WHEREOF, I have subscribed my name this 3rd day of January, 1997.


Deborah Shenkman

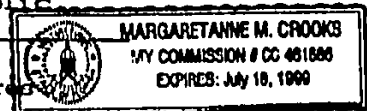
STATE OF FLORIDA
COUNTY OF COLLIER

On this 6 day of JANUARY, 1997, before me, the undersigned officer, a Notary Public, personally appeared Deborah Shenkman, who is personally known to me to be the person whose name is subscribed to the within instrument and she acknowledged that she executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I hereby set my hand and official seal.


Notary Public

(Print Notary Name)
My commission expires



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the below named corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the corporation is The Rare Olive, Inc.

2. The name of the registered agent is:

Deborah Shenkman

3. The address of the registered agent is

1601 E. 7th Avenue
Tampa, Florida 33604

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Date: _____

1/3/97



Deborah Shenkman