

PA1000001936

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 103-49, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Beltham & Rogers
PA

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 \$ _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input 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

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY [Signature] _____

WALK-IN
 Will Pick Up

1/8 4:00

[Signature]

**ARTICLES OF INCORPORATION
OF
PELHAM & ROGERS, P.A.**

FILED
97 JAN -8 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, being duly licensed to practice Law under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. - NAME

The name of the professional service corporation is Pelham & Rogers, P.A.

ARTICLE II. - PRINCIPAL OFFICE

The principal office and mailing address of this corporation are 3491-11 Thomasville Road, Box 208, Tallahassee, Florida 32308.

ARTICLE III. - PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of Law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. - CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$.01 per share. The shares shall be issued as follows:

Randy Vincent Pelham — 60 shares.

Timothy Rogers — 40 shares.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice Law in the State of Florida.

ARTICLE VI. - REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 1551

Chadwick Way Tallahassee, FL 32312. The name of the initial registered agent at that address is ~~Timothy Rogers~~ *RANDY PELHAM*.

ARTICLE VII. - BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two (2) members. The names and addresses of the members of the first board of directors are:

Randy Vincent Pelham 3491-11 Thomasville Rd, Box 208, Tallahassee, FL 32308

Timothy Rogers 3491-11 Thomasville Rd, Box 208, Tallahassee, FL 32308

ARTICLE VIII. - SUBSCRIBERS

The names and addresses of the persons signing these articles of incorporation as subscribers are:

Randy Vincent Pelham 3491-11 Thomasville Rd, Box 208, Tallahassee, FL 32308

Timothy Rogers 3491-11 Thomasville Rd, Box 208, Tallahassee, FL 32308

ARTICLE IX. - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice Law in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance

with the bylaws adopted by the shareholders.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscribers executed these articles of incorporation on the 8 day of JANUARY, 1997.


Randy Vincent Pelham


Timothy Rogers

STATE OF FLORIDA
COUNTY OF LEON

The foregoing articles of incorporation were acknowledged before me on the 8th day of Jan, 1997 by Randy Vincent Pelham, who was either personally known by me or provided D.I. (7/a) as identification, and by Timothy Rogers, who was either personally known by me or provided D.I. (7/a) as identification.


Notary Public
My Commission Expires:



John Waddell
MY COMMISSION # 00526240 EXPIRES
January 22, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is:

Pelham Rogers, PA.

2. The name and address of the registered agent and office is:

Randy V. Pelham
(NAME)
1551 Chadwick Way
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)
Tallahassee, FL 32312
(CITY/STATE/ZIP)

FILED
97 JAN -8 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


(SIGNATURE)

1-8-97
(DATE)