

991000002174

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

No 53646

RE: E.C. Consultants, 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 \$ _____

	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 - 500002052405--9		
<input type="checkbox"/> Fictitious Name File	01/09/97--01035--018	
	122.50	122.50
<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.....	\$

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 1/9 12:00

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

**ARTICLES OF INCORPORATION
OF
E & D CONSULTANTS, INC.**

**FILED
97 JAN -9 AM 11: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I. CORPORATION NAME

The name of this corporation is:

E & D CONSULTANTS, INC.

1530 S.E. 16th Place, Ste. 101

Cape Coral, Florida 33990

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

CHARLES FLETCHER

1530 S.E. 16th Place, Ste. 101

Cape Coral, Florida 33990

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By Laws adopted by the stockholders.

but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address is:

CHARLES FLETCHER

1530 S.E. 16th Place, Ste. 101

Cape Coral, Florida 33990

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

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

CHARLES FLETCHER

1530 S.E. 16th Place, Ste. 101


Cape Coral, Florida 33990

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on 7th day of January, 19 97

INCORPORATOR


CHARLES FLETCHER

BEFORE ME, a Notary Public, personally appeared

CHARLES FLETCHER to me known to be the person described as Incorporator or who has produced his drivers licenses as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on January 7, 1997..

My Commission expires:

Wendy M. Mattson



WENDY M MATTSON
My Commission CC207183
Expires Jul. 11, 1997
Bonded by HAI
800-422-1535

Notary Public

I hereby am familiar with and accept the duties and responsibilities as registered agent for E & D CONSULTANTS, INC.

[Signature]

CHARLES FLETCHER

Registered Agent

BEFORE ME, a Notary Public, personally appeared CHARLES FLETCHER to me known to be the person described as Registered Agent or who has produced his drivers license as identification and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal this January 7, 1997.

Wendy M. Mattson

Notary Public

My Commission expires:



WENDY M MATTSON
My Commission CC207183
Expires Jul. 11, 1997
Bonded by HAI
800-422-1535