

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 \$ _____



REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	1/14/97		
TIME	10:20		CK No. _____
BY	CD		

WALK-IN
Will Pick Up _____

RE: KRAZIER & HAYES

Agency, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
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

FILED
97 JAN 14 PM 1:55
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FRAZIER & HAYES AGENCY, INC.

FILED
97 JAN 14 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for formation, liability, rights, privileges and immunities of a corporation for profit, does hereby certify as follows:

ARTICLE I

NAME

The name of this corporation shall be FRAZIER & HAYES AGENCY, INC. The mailing address of the corporation shall be 1812 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE II

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE OF CORPORATION

The general purpose of the business to be transacted by the corporation shall be to engage in any lawful act or activity for which corporations may be organized under the provisions of Chapter 607 of Florida Statutes, which shall include, but not be limited to the following:

To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidences of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of any state, district, territory or country; to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder or pledgee of such stock, or security, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds or other securities, or evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation;

To acquire, by purchase or otherwise, the goodwill, business property rights, franchises and assets of every kind, and undertake, either wholly or in part, the liabilities of any person, firm, association or corporation engaged in any business similar to these purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, as a going concern or otherwise: (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part thereof,

or (3) in any other manner, and to pay for the same in cash, the stocks or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise, to hold, maintain and operate or in any manner dispose of the whole or any part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of such business;

To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;

To purchase, take, acquire, lease, hold, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;

To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend trade and business interests or corporation, association, firms and individuals;

To borrow money, to give its promissory notes or other evidences of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificates of indebtedness or debenture bonds are discharged, but not thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this State, or of the Articles of Incorporation of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description and for the purposes of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law; and

To transact any or all lawful business.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements

contained in each clause shall, except where otherwise expressly stated, be in no wise limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

ARTICLE IV

CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation shall be two hundred (200) shares, which shall be common stock having no par value, all of which shall be fully paid and nonassessable.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 1812 Manatee Avenue West, Bradenton, Florida 34205, and the name of the initial registered agent of this corporation at that address is Thomas R. Hayes.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors, and the name and addresses of the initial directors of this corporation are:

John William Frazier
13807 Village Mill Drive, Suite 202
Midlothian, VA 23113

Thomas R. Hayes
1812 Manatee Avenue West
Bradenton, FL 34205

English S. Des Champs, III
7512 Riverview Drive NW
Bradenton, FL 34209

W. Stuart Gregory
5225 Riverview Boulevard West
Bradenton, FL 34209


ARTICLE VII

INCORPORATOR

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

Thomas R. Hayes
1812 Manatee Avenue West
Bradenton, FL 34205

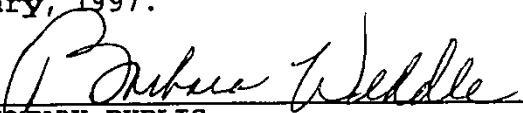
IN WITNESS WHEREOF, I have made, subscribed and acknowledged
the foregoing Articles of incorporation to be filed in the office
of the Secretary of State this 13th day of January, 1997.


THOMAS R. HAYES

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County last aforesaid to take acknowledgments, personally appeared THOMAS R. HAYES well known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged that he signed and executed the same for the purposes therein stated.

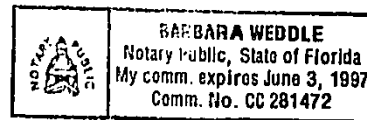
WITNESS my hand and official seal in the State and County last aforesaid this 13th day of January, 1997.



NOTARY PUBLIC

MY COMMISSION EXPIRES:

(OFFICIAL SEAL)



ACCEPTANCE OF REGISTERED AGENT

FILED
97 JAN 14 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, having been named registered agent to accept service of process for FRAZIER & HAYES AGENCY, INC. pursuant to Chapter 48.091 of the Florida Statutes, hereby accepts this designation and agrees to act in this capacity and further agrees to comply with the provisions of the Act relative to keeping the registered office of the corporation open.


THOMAS R. HAYES

Registered Agent