

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 \$ _____

RE: Smith's PC System

Inc

	C.C. FEE.	DISBURSED
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.		

600002059216--2
-01/15/97--01072--014
*****70.00 *****70.00

97 JAN 15 PM 3:31
TALLAHASSEE, FLORIDA

FILED

SUBTOTALS

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

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY PPAP

WALK-IN Will Pick Up 1-15-300

See
1/15

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
SMITH'S PC SYSTEMS, INC.

FILED
97 JAN 15 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Smith's PC Systems, Inc.

The address of the principal office of this corporation shall be 5710 South Dixie Highway, West Palm Beach, Florida 33405, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having \$.001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5710 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial register agent of the corporation at that address is Richard E. Pasley.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Donald L. Smith President	1901 New Haven Avenue Wellington, FL 33414
Jeanette I. Smith Vice President	1901 New Haven Avenue Wellington, FL 33414
Donald L. Smith Secretary	1901 New Haven Avenue Wellington, FL 33414
Richard E. Pasley Treasurer	5710 South Dixie Highway West Palm Beach, FL 33405

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Donald L. Smith, DIRECTOR	1901 New Haven Avenue Wellington, FL 33414
Jeanette I. Smith DIRECTOR	1901 New Haven Avenue Wellington, FL 33414

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Donald L. Smith
5710 South Dixie Highway
West Palm Beach, FL 33405

ARTICLE IX. SUBCHAPTER S

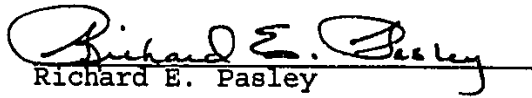
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as and S corporation as defined therein.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal on December 19, 1996.


Donald L. Smith

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Richard E. Pasley having been designated as the
Registered Agent in the above and foregoing Articles, is
familiar with and accepts the obligations of the position
of Registered Agent under Section 607.0505, Florida
Statutes.


Richard E. Pasley

FILED
97 JAN 15 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA