

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 1/22
TIME 12:00 PM
BY [Signature] CK No. _____

WALK-IN
Will Pick Up _____

RE: S. F. Properties, Inc.

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

FILED
97 JAN 22 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300002664573-2
01/22/97-01090-042
****122.50 ****122.50

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

RECEIVED
97 JAN 22 AM 11:17
DIVISION OF CORPORATION

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
S.F. PROPERTIES, INC.**

FILED
97 JAN 22 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation shall be **S.F. PROPERTIES, INC.**, hereinafter referred to as the "corporation."

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

This corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the corporation as hereinabove set forth in Article II.

ARTICLE IV

This corporation has the authority to issue ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share, of which five hundred (500) shares shall be voting and nine thousand five hundred (9,500) shares shall be non-voting.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal office of this corporation in the state of Florida is 1460 56th Square West, Vero Beach, Florida 32966. The board of directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time as provided in the by-laws.

ARTICLE VIII

The names and street address of the incorporators and members of the first board of directors are:

Alan R. Schommer	1460 56th Square West Vero Beach, Florida 32966
Victoria M. Schommer	1460 56th Square West Vero Beach, Florida 32966

These directors shall hold office until the first annual meeting or until their successors are elected or appointed and qualified as provided in the by-laws.


ARTICLE IX

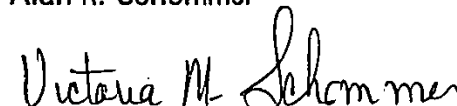
The names and addresses of the incorporators are Alan R. Schommer, whose street address is 1460 56th Square West, Vero Beach, Florida 32966 and Victoria M. Schommer, whose street address is 1460 56th Square West, Vero Beach, Florida 32966.

ARTICLE X

The registered agent for service of process within this state shall be Lawrence Y. Leonard, whose street address is 817 Beachland Boulevard, P. O. Box 3406, Vero Beach, Florida 32964-3406.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 21 day of January, 1997.


Alan R. Schommer

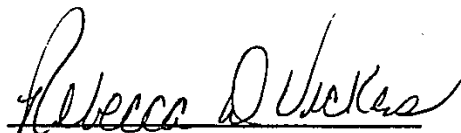

Victoria M. Schommer

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 21 day of January, 1997, by Alan R. Schommer, who is personally known to me or who has produced personally known as identification and who did not take an oath.

Notary's Stamp

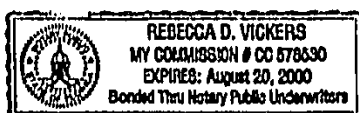


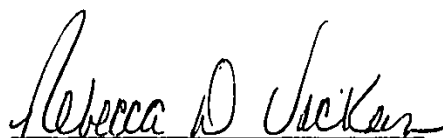

Name:
Notary Public, State of Florida
Commission No.
Commission Expires:

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 21 day of January, 1997, by Victoria M. Schommer, 1997, who is personally known to me or who has produced personally known as identification and who did not take an oath.

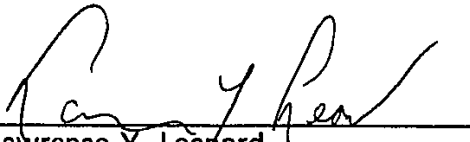
Notary's Stamp




Name:
Notary Public, State of Florida
Commission No.
Commission Expires:

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



Lawrence Y. Leonard
Registered Agent

FILED
97 JAN 22 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA