

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 \$ _____

EFFECTIVE DATE
1-20-97

Tx!

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ BY _____ CK No. _____
 BY _____

WALK-IN Will Pick Up 1/22 12:00 *See* *1/23*

RE: Sm - Caloosa Palms, Inc.

	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 type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input checked="" 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

EFFECTIVE DATE

1-20-97

SM-CALOOSA PALMS, INC.

ARTICLE I - NAME

The name of the corporation shall be: SM-CALOOSA PALMS, INC.

ARTICLE II - EXISTENCE

This corporation shall commence existence on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation may engage in any or all lawful activities or business permitted under the laws of the United States and the provisions of Chapter 607, Florida Statutes as amended from time to time.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock, each having a par value of \$1.00. The stock will be classified as 1244 Stock for Internal Revenue purposes.

ARTICLE V - INITIAL REGISTERED OFFICE
AND AGENT AND INCORPORATOR

The street address of the initial registered office of this corporation is 351 6th Avenue West, Bradenton, Fl. 34205. The principal business office shall be at 351 6th Avenue West, Bradenton, Fl. 34205. The name of the initial registered agent of this corporation at that address is Kimberly L. Graus.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws but there shall always be at least one director. The name and address of the initial directors of this corporation are:

NAME

John S. Newsome

Michael J. Doyle

ADDRESS

351 6th Ave. West
Bradenton, Fl. 34205

351 6th Ave. West
Bradenton, Fl. 34205


FILED
97 JAN 22 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: JOHN S. NEWSOME 351 6th Avenue West, Bradenton, Florida 34205.

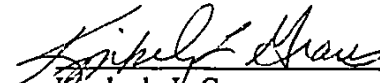
ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law and in accordance with the By-laws of the Corporation.

 date 1-20-97
John S. Newsome

ACCEPTANCE


The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.

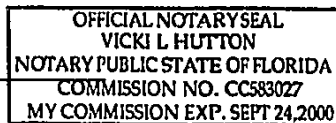
 date 1-20-97
Kimberly L. Graus

STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 20 day of January, 1997 by John S. Newsome who is personally known to me to be the party who executed and acknowledged the foregoing document.

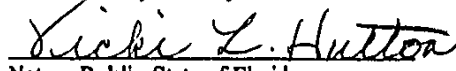

Notary Public, State of Florida
VICKI L. HUTTON
My Commission Expires: _____



STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 20 day of January, 1997 by Kimberly L. Graus who is personally known to me to be the party who executed and acknowledged the foregoing document.


Notary Public, State of Florida
VICKI L. HUTTON
My Commission Expires: _____

