

P 970000 13290

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: JAVA Gold, Inc. NO

<input checked="" type="checkbox"/> Capital Express™	9	FEE	9	DISBURSED
<input type="checkbox"/> Art. of Inc. File	1	FEES	1	FILED
<input type="checkbox"/> Corp. Record Search	1	FEES	1	FILED
<input type="checkbox"/> Ltd. Partnership File	10	FEES	10	FILED
<input type="checkbox"/> Foreign Corp. File	35	FEES	35	FILED
<input type="checkbox"/> () Gen. Copy(s)	35	FEES	35	FILED
<input type="checkbox"/> Photo	35	FEES	35	FILED
<input type="checkbox"/> Art. of Amend. File				
<input type="checkbox"/> Dissolution/Withdrawal				
<input type="checkbox"/> C U S.				
<input type="checkbox"/> Fictitious Name File				
ESTIMATED 2033616-3				
<input type="checkbox"/> Name Reservation	02/11/97	01006	014	
<input type="checkbox"/> Annual Report/Reinstatement	02/11/97	00000	70.00	*70.00
<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	\$	

FEB 11 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	2/11/97		
TIME	9:30		
BY	CD		

WALK-IN
Will Pick Up _____

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
JAVA GOLD, INC.**

97 FEB 11 AM 10:35
FILED
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **JAVA GOLD, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1508 Main Street, Sarasota, FL 34236.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is STANLEY R. SWARTZ, 1111 3rd Avenue West, Bradenton, Florida 34205.

ARTICLE V: INCORPORATOR

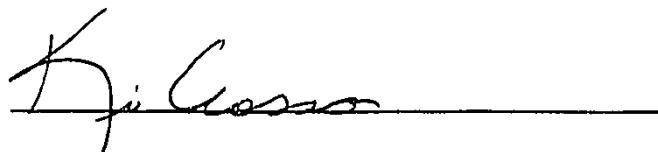
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is John Anderson, 1508 Mainstreet, Sarasota, FL 34236.

The undersigned has executed these Articles of Incorporation this 11th day of February 1997.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

A handwritten signature in black ink, appearing to read "Kim Crosson", is written over a horizontal line. The signature is fluid and cursive, with "Kim" on the top line and "Crosson" on the bottom line.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: JAVA GOLD, INC.

2. The name and street address of the registered agent and office is: STANLEY R. SWARTZ
1111 3rd Avenue West
Bradenton, Florida 34205

97 FEB 11 AM 10:35
TALLAHASSEE, FLORIDA
FILED

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

