

P970000 13305

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: TLH Acquisition

Corporation

Capital Express™  
Art. of Inc. File \_\_\_\_\_  
Corp. Record Search \_\_\_\_\_  
Ltd. Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
( ) Cert. Copy(s) \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_  
Dissolution/Withdrawal \_\_\_\_\_  
C U S- \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_

Name Reservation \_\_\_\_\_  
Annual Report/Reinstatement \*\*\*122.50 \*\*\*122.50  
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

FEB 11 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY APP \_\_\_\_\_

WALK-IN Will Pick Up 2/11 1100

**ARTICLES OF INCORPORATION  
OF  
JLH ACQUISITION CORPORATION**

**ARTICLE I  
Name**

The name of the Corporation shall be: JLH Acquisition Corporation

**ARTICLE II  
Address**

The mailing address and address of the principal office of the Corporation is: 3647 Cortez Road West, Bradenton, Florida 34210-3106.

**ARTICLE III  
Duration**

The Corporation shall have perpetual existence commencing on the date of filing hereof.

**ARTICLE IV  
Purpose**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE V  
Capital Stock**

The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue Ten Million (10,000,000) common shares with no par value.

**ARTICLE VI  
Initial Registered Office and Agent**

The name and street address of the initial registered agent and office of the Corporation is:

Name

Address

Thomas B. Luzier, Esq.

2440 Tamiami Trail North, Nokomis, Florida 34275

FILED  
97 FEB 11 AM 10:43  
TALLAHASSEE, FLORIDA

**ARTICLE VII**  
**Initial Board of Directors**

The Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time according to the provision for such in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial Director of the Corporation is:

| <u>Name</u>         | <u>Address</u>   |
|---------------------|--|
| Elizabeth A. Conard | 3647 Cortez Road West<br>Bradenton, Florida 34210-3106 |

**ARTICLE VIII**  
**Bylaws**

The Bylaws of the Corporation may be adopted, altered, amended, or repealed by either the Stockholders or Directors of the Corporation.

**ARTICLE IX**  
**Indemnification**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE X**  
**Incorporator**

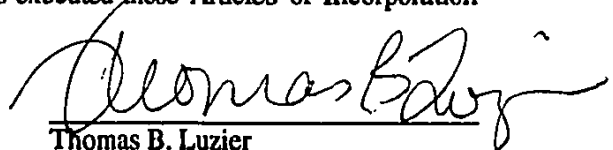
The name and address of the person signing these Articles of Incorporation is:

| <u>Name</u>            | <u>Address</u>                                   |
|------------------------|--|
| Thomas B. Luzier, Esq. | 2440 Tamiami Trail North, Nokomis, Florida 34275 |

**ARTICLE XI**  
**Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of February, 1997.

  
Thomas B. Luzier

**ACCEPTANCE BY REGISTERED AGENT**

I, THE UNDERSIGNED PERSON, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED THIS 10th DAY OF FEBRUARY, 1997.

by: Thomas B. Luzier  
Thomas B. Luzier, Esq.  
(Registered Agent)

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10th day of February, 1997, by THOMAS B. LUZIER, ESQ., who is personally known to me and who did not take an oath.

NOTARY PUBLIC



sign: Christine Marie DeCroce

print: CHRISTINE MARIE DECROCE  
State of Florida at Large (Seal)  
My Commission Expires: