

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 \$ _____

FILED
 97 FEB 19 PM 2:57
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL FEB 19 1997

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

WALK-IN Will Pick Up 2/19 230

P97000015907

No. 53451

RE: Debra Medina

CEBS Management
Company, Inc.

| | C.C. FEE. | DISBURSED |
|---|------------|------------|
| <input checked="" type="checkbox"/> Capital Express SM | | |
| <input checked="" type="checkbox"/> Art. of Inc. File | | |
| <input type="checkbox"/> Corp. Record Search | | |
| <input type="checkbox"/> Ltd. Partnership File | | |
| <input type="checkbox"/> Foreign Corp. File | | |
| <input checked="" 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 | ****122.50 | ****122.50 |
| <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

DIVISION OF CORPORATION

97 FEB 19 AM 11:33

RECEIVED

ARTICLES OF INCORPORATION

OF

CEBS Management Company, Inc.

FILED

97 FEB 19 PM 2:57

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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

ARTICLE I - NAME

The name of the corporation shall be: CEBS Management Company, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2104 Silver Leaf Court
Longwood, FL 32779

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Sixty (60) shares at no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Charles D. Martin, Jr.
2104 Silver Leaf Court
Longwood, FL 32779

ARTICLE V - INCORPORATORS

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

Charles D. Martin, Jr.
2104 Silver Leaf Court
Longwood, FL 32779

The undersigned incorporator has executed these Articles of Incorporation this 9 day of February, 1997.


Charles D. Martin, Jr.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
CEBS Management Company, Inc.**

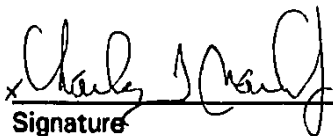
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97 FEB 19 PM 2: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

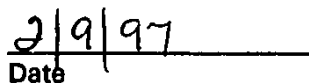
**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE\REGISTERED AGENT, IN THE STATE OF FLORIDA**

1. The name of the corporation is: CEBS Management Company, Inc.
2. The name and address of the registered agent and office is:

Charles D. Martin, Jr.
2104 Silver Leaf Court
Longwood, FL 32779

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.


Signature


Date