

997000018033

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

RE: Melan Properties, Inc.

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 26 PM 1:18
 SECRETARIES OF STATE
 TALLAHASSEE, FLORIDA

6/1997

	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 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/Restatement		
<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 Prop.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

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

RECEIVED
 FEB 26 AM 10:27

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE 2/26/97
 TIME 9:45 CK No. _____
 BY Dh

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
MELAN PROPERTIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is **MELAN PROPERTIES, INC.**

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in any activities of business permitted under the laws of the United States of America and the State of Florida including but not limited to owning, leasing, renting, mortgaging and selling real property in the state of Florida or any other state.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be one hundred thousand (100,000) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of the Corporation will be Charles R. Kenner, 11905 Middlebury Drive, Tampa, FL 33626-2521. The initial address of the principal office of the Corporation will be 1511 N. West Shore Boulevard, Suite 670, Tampa, FL 33607-4523. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The Corporation will have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Charles R. Kenner 11905 Middlebury Dr. Tampa, FL 33626-2521

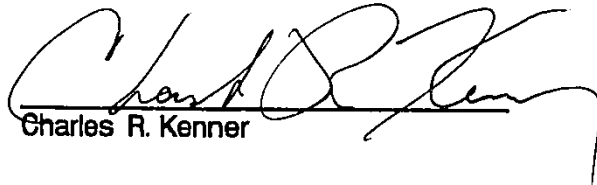
ARTICLE VII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Charles R. Kenner, 11905 Middlebury Drive, Tampa, Florida 33626-2521.

ARTICLE VIII: AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 26th day of February, 1997.


Charles R. Kenner

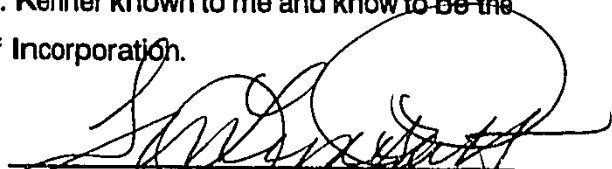
STATE OF FLORIDA §

COUNTY OF HILLSBOROUGH §

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Charles R. Kenner known to me and know to be the person who executed the foregoing Articles of Incorporation.



TERI LYNN PRATT
My Commission CC637074
Expires Mar. 04, 2000


Notary Public
My commission expires:

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CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

MELAN PROPERTIES, INC.

(Corporate Name)

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named Charles R. Kenner, located at 11905 Middlebury Drive, Tampa, FL 33626-2521 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificated, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.


Signature of Registered Agent

2-26-97

Date: February 26, 1997