

P97 0000 21012

CAPITAL CONNECTION, INC.

417 E. Ynglola St., Suite 1, Tallahassee, FL 32301, (904)224-8070

Mailing Address: Post Office Box 10149, 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

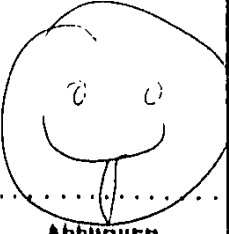
To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

3-6-97

79714 11773



F. CHESLER MAR 7 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	3/7/97		
TIME	9:45		ck No.
BY	CD		

WALK-IN
will pick up _____

RE: Southern Shores
Ventures, Inc.

<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 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/Statement	
<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 Notarization	
<input type="checkbox"/> UCC 1 or 3 File	
<input type="checkbox"/> UCC 11 Search	
<input type="checkbox"/> UCC 11 Notarization	
<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, 10% per Annum.

THANK YOU
from
Your Capital Conn

FILED
MAR 7 1997
TALLAHASSEE, FLORIDA

RECEIVED
MAR 7 1997
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
SOUTHERN SHORES VENTURES, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

3-6-97

ARTICLE I
NAME AND ADDRESS

The name of this corporation is:

Southern Shores Ventures, Inc.

The principal and mailing address of the corporation is:

217 Calhoun Avenue
Destin, Florida 32541

FILED
97 MAR -7 AM 11:41
TALLAHASSEE, FLORIDA

ARTICLE II
PURPOSE

The purpose is to engage in any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
STOCK

The number of shares of common stock which the corporation shall have the authority to have outstanding at any one time shall be Five Hundred (500) shares. The shares shall have a par value of \$1.00 per share.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is as follows:

Dana C. Matthews, Esq.
607 Highway 98 East
Destin, Florida 32541

ARTICLE V
INCORPORATORS

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

NAME

ADDRESS

Dana C. Matthews

607 Highway 98 East
Destin, Florida 32541

ARTICLE VI
EFFECTIVE DATE

These Articles of Incorporation for Southern Shores Ventures, Inc. shall be effective the 6th day of March, 1997.

ARTICLE VII
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX
INFORMAL ACTION OF DIRECTORS

If all the directors collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.


ARTICLE X
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI
BYLAWS

The corporation shall be governed by bylaws adopted by the shareholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge we are filing the foregoing Articles of Incorporation under the laws of the State of Florida, this 7th day of March, 1997.

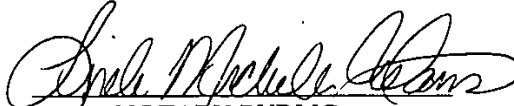

Dana C. Matthews

FILED
MAR - 7 AM 11:41
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

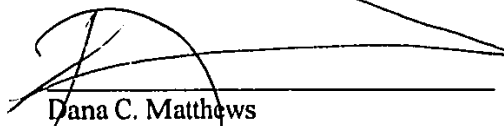
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared Dana C. Matthews, personally known to me or who has produced _____ as identification, to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the county and state last aforesaid this 6th day of March, 1997.


NOTARY PUBLIC
My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the designation and appointment as initial registered agent for this corporation.


Dana C. Matthews