

P 970000 21311

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

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 _____

Mail No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

P. 0-100000 MAR 7 1997

1097-5404
302

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	3/7/97		
TIME	9:30		ck No.
BY	DR		

WALK-IN
Will Pick Up _____

_____ of _____ No.
HE: Hamilton Enterprises

TUC

	C. FEE.	DISBU
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Notice of Intent		
<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 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Filing 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 ()		

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, 15% per Month.

THANK YOU
from
Your Capital Conn



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 7, 1997

CAP CONN

TALL, FL 32301

SUBJECT: HAMILTON ENTERPRISES, INC.
Ref. Number: W97000005404

We have received your document for HAMILTON ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 297A00011785

Corrected

ARTICLES OF INCORPORATION
OF

Tequesta Enterprises, Inc.

ARTICLE I - NAME

The name of the corporation is Tequesta Enterprises, Inc. hereinafter called the "Corporation")

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL STOCK

The capital stock of the Corporation shall consist of two classes of stock.

A. Class A stock shall consist of 10,000 shares of common stock which the Corporation shall have the right to issue. This class shall have full voting rights.

B. Class B stock shall consist of 900,000.00 shares of stock which the Corporation shall have the right to issue. This class shall have no voting rights .

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS

The principal business address shall be Suite 100 Belgian Consulate Building 4100 N. Miami Avenue Miami, Florida 33127.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is located at Suite 100 Belgian Consulate Building 4100 North Miami Avenue Miami, Florida 33127 and the initial agent at said address shall be Gui Govaert.

FILED
97 MAR -7 PM 5:00
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the ByLaws of the corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Andre Verheyen
Suite 100
Belgian Consulate Building
4100 N. Miami Avenue
Miami, Florida 33127

Gui Govaert
Suite 100
Belgian Consulate Building
4100 N. Miami Avenue
Miami, Florida 33127

Alice Govaert
Suite 100
Belgian Consulate Building
4100 N. Miami Avenue
Miami, Florida 33127

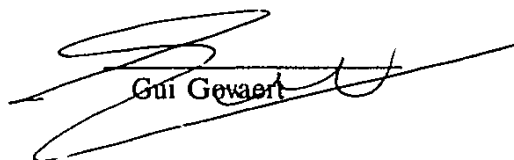
ARTICLE VII - INCORPORATOR

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

Gui Govaert
Suite 100
Belgian Consulate Building
4100 N. Miami Avenue
Miami, Florida 33127

IN WITNESSETH WHEREOF, the undersigned incorporator has executed these

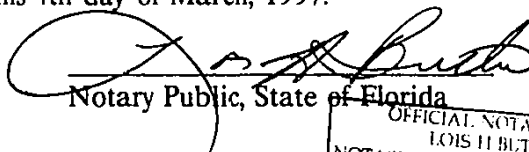
Articles of Incorporation this 4th day of March, 1996.


Gui Govaert

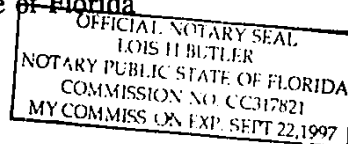
STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Gui Govaert to me and known by me to be the person who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 4th day of March, 1997.


Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH

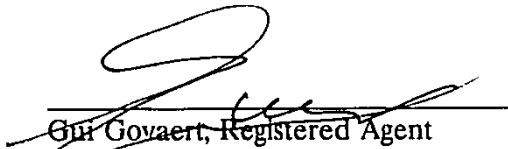
That Hamilton Enterprises, Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in Florida and has named Gui Govaert located at Suite 100 Belgian consulate Building 4100 N. Miami Avenue, Miami, Florida 33127, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.325, Florida

Statutes.

Dated this 4th day of March, 1997.


Gui Govaert, Registered Agent

FILED
97 MAR -7 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA