

997000024763

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:

Proper Introductions

FAC

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

57 MAR 19 PM 2:00

11-2529-7 PONDERS INC., THOMASVILLE, GA

AL MAR 19 1997

C.C. FEE.

DISBURSED

<input checked="" type="checkbox"/> Capital Express™		
<input 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		
<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.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
DATE 3-19-97
TIME 9:50
BY DK CK No. _____

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

FILED

97 MAR 19 PM 2:00

ARTICLES OF INCORPORATION OF
PROPER INTRODUCTIONS, INC.

FILED
1997 MAR 19 PM 2:00
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is PROPER INTRODUCTIONS, INC..

ARTICLE II
PURPOSE

This corporation is organized to do any and all lawful business.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue One Thousand Shares (1,000) of stock, at \$1.00 par value.

ARTICLE IV
INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation, together with the agent's address, is:

Hilary Langen
112 South Hibiscus Island, Miami, FL 33139-5130.

ARTICLE V
INITIAL MAILING ADDRESS

The initial mailing address of this corporation is 207 Pendleton Lane, Palm Beach, Florida 33480.

ARTICLE VI
BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial directors of the corporation and their addresses are:

Michel de Yougoslavie
207 Pendleton Lane
Palm Beach, Fla. 33480.

ARTICLE VII
INCORPORATOR

The name and addresses of the person signing these Articles are:

Michel de Yougoslavie
207 Pendleton Lane
Palm Beach, Fla. 33480.

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
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE X
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date the Secretary of State files these Articles.

In witness whereof, the undersigned incorporator executed these Articles of Incorporation this 18 day of March, 1997.



Incorporator
Michel de Yougoslavie

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18th day of March, 1997, by Michel de Yougoslavie, who is:

✓ personally known to me; or

_____ has produced _____
identification, and did take an oath.

as

Gloria P. More
Notary Public, Florida

My Commission Expires on



Gloria F. More
MY COMMISSION # CC226866 EXPIRES
April 9, 1997
BONDED THRU TROY PAUL INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as
registered agent of PROPER INTRODUCTIONS, INC..

This acceptance is dated the 17 of March, 1997.

Hilary Langen
Hilary Langen

H1/DAN

FILED
97 MAR 19 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO ORGANIZATIONAL MEETING
AND DIRECTORS' ACTIONS
OF PROPER INTRODUCTIONS, INC., A FLORIDA CORPORATION

The undersigned, being all the directors of PROPER INTRODUCTIONS, INC., a Florida corporation, hereby waive notice of a meeting of the directors of the corporation and adopt the following as the acts of the corporation on the date hereof.

RESOLVED, that the following shall be the officers of the corporation:

President: Michel de Yougoslavie
Treasurer: Michel de Yougoslavie
Secretary: Michel de Yougoslavie.

RESOLVED, that the corporation shall open a bank account at any bank or financial institution and that the corporation hereby adopts any resolution required by said institution. In order for the bank or financial institution to honor any check or other withdrawal or other obligation or debt drawn or to be incurred by the corporation as to said account or accounts, the instrument(s) must be signed by at least one of the Officers of the Corporation, incumbent from time-to-time.

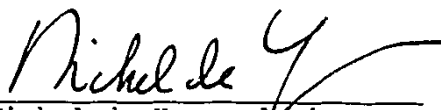
RESOLVED, that the subscriptions from the following persons for the following authorized shares of the corporation are accepted:

Michel de Yougoslavie, 1,000 shares at \$1.00.

As soon as the above-named sums have been received by the corporation from the subscribers, the corporation authorized to issue share certificates corresponding to the subscribed-for shares.

RESOLVED, that the By-Laws inserted in the Minute Book of the corporation are hereby adopted.

Date: March 17, 1997.



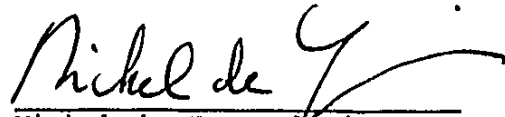
Michel de Yougoslavie
Sole Director

h/1/dan

SUBSCRIPTION

The undersigned hereby subscribes to 1,000 shares of stock of PROPER INTRODUCTIONS, INC., a Florida corporation, at Par Value (\$1.00) per share.

Date: 3-17, 1997.


Michel de Yougoslavie